

EXHIBIT 1

GIBSON DUNN

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September 19, 2017

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U.S. Attorney's Office for the Eastern District of New York
271 Cadman Plaza East
Brooklyn, New York 11201

Re: United States v. Greebel, S1 15 Cr. 637 (KAM)

Dear Counsel:

In response to your request for supplemental disclosures with respect to certain expert witnesses, we submit the following proffer of additional information.

As we have discussed with and written to you, if and only if we decide to present a case-in-chief, any of the experts whom we call as witnesses will be responding in substantial part to the government's case-in-chief. Accordingly, we must reserve the right to supplement our disclosures further based on the evidence and testimony admitted in the government's case-in-chief.

It is unlikely that we will call all of our proffered experts in any case-in-chief. Of the ones for whom you have sought supplemental disclosures, please be advised that, if we present a case-in-chief, it is highly likely that we will call Dean Stephen C. Ferruolo, Professor Craig Lewis, and Alan Johnson and we anticipate supplementing the disclosures relating to them based on the government's case-in-chief. We will make a decision regarding whether to call any of the other proffered experts below based on the government's theories and evidence presented in its case-in-chief.

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Dean Stephen C. Ferruolo

A. Background and Qualifications

From in or about 1997 through in or about 2007, Dean Ferruolo was a partner at Heller Ehrman LLP in its Palo Alto and San Diego offices. From in or about 1997 through in or about 2005, Dean Ferruolo was the co-chair of the Life Sciences Practice. From in or about 2005 through in or about 2007, Dean Ferruolo served as the co-chair of the Corporate Practice. He also worked on the Policy and Compensation Committees at Heller Ehrman.

From in or about 2007 through in or about 2011, Dean Ferruolo served as a partner in the San Diego office of Goodwin Procter LLP. During that period of time, he also served on the firm's Management Committee.

For approximately twenty years, Dean Ferruolo represented hundreds of private and public companies. His law practice focused on serving as outside counsel to early-stage life sciences, biotech, and technology companies. As outside counsel to such companies, he prepared and reviewed thousands of agreements on behalf of his clients. Those agreements included stock transfer agreements, stock purchase agreements, settlement agreements, consulting agreements, and employment agreements. Moreover, as outside counsel to companies, Dean Ferruolo served as Corporate Secretary and Acting Corporate Secretary; attended board meetings; he prepared SEC filings; and he worked on major financing events, including private equity and venture capital investments, reverse mergers, initial public offerings, shelf offerings, and private investment in public entities (PIPEs).

From in or about 2011 through the present, Stephen Ferruolo has been the Dean of the University of San Diego Law School. Among other things, for the past three years, Dean Ferruolo has been teaching a course about counseling corporations. His courses include presentations from and discussions with approximately twenty different corporate counsel.

Dean Ferruolo currently serves as a board member of non-profit boards and for-profit boards of small private companies. In addition, he is on the Board of Directors for the Corporate Directors Forum, an organization which educates boards on best board practices. Dean Ferruolo's *curriculum vitae* is re-attached hereto as Exhibit A.

B. Summary of Opinions

1. Mr. Ferruolo would testify as to the role of an outside corporate lawyer representing small and early-stage private and public companies, including but not limited to the following opinions:

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- a. As a potential response in the event the government's case-in-chief includes the allegation in the Superseding Indictment that Mr. Shkreli and Mr. Greebel "engaged in a scheme to fabricate an investment by MSMB Capital in Retrophin LLC and engineered a series of fraudulent transactions that were backdated to the summer of 2012 to create the appearance of an investment by MSMB Capital," Superseding Ind. ¶¶ 22-25, Dean Ferruolo would testify that:
 - (i) Early-stage companies are commonly disorganized in their record-keeping, often engaging in clean-up immediately prior to a financing event.
 - (ii) This disorganization extends to the issuance and transfer of shares.
 - (iii) Founders commonly provide employees and consultants with shares in the company as compensation, and often pursuant to oral understandings that do not get memorialized until later. If subsequently memorialized, the documents typically reflect the date the agreement was made or understanding was reached.
 - (iv) It is common for the composition and allocation of shareholders of an early-stage private company to change frequently. At the same time, the actual updates to the company's capitalization table are made less frequently, and often only immediately prior to financing events.
 - (v) It is common for private companies to have their outside corporate counsel maintain a capitalization table, making updates only upon the company's request and in accordance with the information provided by the company. The accuracy of the capitalization table remains the responsibility of the company, and generally law firms do not give opinions on a company's capitalization table, for example when requested in connection with a financing event.
- b. As a potential response in the event the government's case-in-chief includes the allegation in the Superseding Indictment that Mr. Shkreli and Mr. Greebel "caused Retrophin to enter into settlement agreements . . . to resolve claims and threats of claims made by the

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limited partners against Shkreli and the MSMB Funds,” Superseding Ind. ¶ 26, Dean Ferruolo would testify that:

- (i) Companies, particularly early-stage companies, frequently settle potential lawsuits even if the claims appear to be frivolous, in part to avoid costly litigation and to prevent any disruption or delays during crucial periods for the company (e.g., financing).
 - (ii) Broad general releases are a common provision in agreements seeking to resolve potential litigation, as they constitute consideration for the company.
 - (iii) Outside corporate counsel may be involved in settlement agreements even if they are not litigators, including in the negotiation and formalization of the agreement.
 - (iv) Outside corporate counsel take direction from their clients with regards to the parties of an agreement and the material terms of the agreement. It is not appropriate for an outside counsel to substitute its business judgment for the client’s.
- c. Dean Ferruolo would testify to certain practices concerning meetings of a company’s board of directors, including that:
- (i) Outside corporate counsel often acts as Corporate Secretary and, if in attendance, will take notes during board meetings.
 - (ii) The minutes of board meetings are drafted after the meetings, often by outside counsel, and sent to an officer of the company. Sometimes, there is considerable delay before the minutes are drafted, and this is particularly common in early-stage companies.
 - (iii) It is not typically the responsibility of outside corporate counsel to set the agenda for board meetings or to send the draft minutes to the Board of Directors for approval. Often times, part of the duty of the Lead Director or Chairman is to set the board meeting agenda, including requesting minutes and ensuring approval.

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- (iv) Actions that take place at a board meeting are not invalidated by the board's failure to approve the minutes of that meeting.
 - (v) The Board members must sign certain SEC filings, such as registration statements and annual reports, and are responsible for the disclosures therein. The audit committee members are responsible for reviewing and understanding all periodic filings, particularly any financial restatements.
- d. As a potential response in the event the government's case-in-chief includes the allegation in the Superseding Indictment that Mr. Shkreli allowed "seven of his employees and contractors . . . to each purchase, for a nominal amount, a portion of Retrophin's 2.5 million unrestricted or free trading shares from John Doe 1," Superseding Ind. ¶ 36, Dean Ferruolo would testify that:
 - (i) Early-stage companies regularly use stock as a means to incentivize employees and consultants, with the hope and expectation that those recipients will work hard and stay with company.
 - (ii) It is usual for early-stage companies to distribute shares to individuals who are friendly and loyal to the company and who are committed to remain long-term shareholders.
 - (iii) Brokering a transaction allocating stock, whether restricted or unrestricted, among employees and other parties, is not prohibited and may be in the interest of both the company and those parties.
 - (iv) Management commonly brokers private agreements transferring unrestricted shares between holders for a variety of legitimate reasons, including for the mutual benefit of the shareholders and company.
 - (v) A transfer of unrestricted stock to an employee, who is not an "affiliate"—an executive officer, director, or large shareholder—would not make the stock restricted.
- e. As a potential response in the event the government's case-in-chief includes the allegation in the Superseding Indictment that Mr. Shkreli

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and Mr. Greebel “concealed and failed to disclose Shkreli’s beneficial ownership and control over any of the unrestricted or free trading shares in Schedule 13Ds,” Superseding Ind. ¶ 40, Dean Ferruolo would testify that:

- (i) The purpose of a Schedule 13D filing is to provide an early warning signal of a potential change in control (e.g., hostile takeover).
 - (ii) A lawyer preparing a Schedule 13D filing for a client is similar to an accountant preparing a tax filing, in that the lawyer would rely on the information provided by the client. The filings themselves are commonly prepared and filed by paralegals or junior associates.
 - (iii) Merely brokering a private share transaction between third parties does not give rise to control over those shares.
2. Dean Ferruolo would explain (a) certain complex and esoteric terms, and (b) certain complex concepts relating to the practice of outside corporate counsel, including but not limited to the following:
- a. the distinction between outside corporate counsel and internal general counsel;
 - b. the mechanics of reverse mergers;
 - c. Over-the-Counter (“OTC”) markets, including the types of investors that trade and the types of securities traded in these markets;
 - d. types of financing for companies, including Private Investment in Public Entity (“PIPE”) investments; and
 - e. the role of relationship partner and compensation at a law firm.

C. Bases and Reasons

Dean Ferruolo’s potential testimony will be based on his extensive professional experience.

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Professor Craig M. Lewis

A. Background and Qualifications

Craig Lewis is the Madison S. Wigginton Professor of Finance at Owen Graduate School of Management at Vanderbilt University, where he teaches a variety of graduate-level finance courses for the University's M.B.A. and Ph.D. programs. In addition to publishing extensively in academic journals, Professor Lewis serves on the editorial board of the Journal of Corporate Finance, Journal of Business Accounting and Finance, The North-American Journal of Economics and Finance, and The Journal of Financial Research. He frequently presents and speaks on financial markets and institutions.

From in or about 2011 to in or about 2014, Professor Lewis served as the Chief Economist and the Director of the Division of Economic and Risk Analysis at the U.S. Securities and Exchange Commission. In that role, Professor Lewis ran economic analyses to support SEC rule-making, developed risk assessment models to catch accounting fraud, and managed a team of economists who focused on SEC enforcement actions.

Professor Lewis received his M.S. and Ph.D. in Finance from University of Wisconsin-Madison and his B.S. in Accounting at Ohio State University. Professor Lewis's *curriculum vitae* is re-attached hereto as Exhibit B.

B. Summary of Opinions

1. As a potential response in the event the government's case-in-chief includes the allegation in the Superseding Indictment that Mr. Shkreli "wanted to exercise control over the price and trading of Retrophin stock" through the Fearnow share recipients, Superseding Ind. ¶¶ 36-40, Professor Lewis would testify to the following:
 - a. In order to artificially raise the price of a stock, an individual would typically buy a large volume of shares. Based on Professor Lewis's ongoing analysis of the Retrophin trading data as described below, the Fearnow share recipients were net sellers of Retrophin common stock and thus their trading activity, in the aggregate, would not be expected to have a positive effect on the price of Retrophin common stock.
 - b. Evidence of coordination between and among individuals to affect the price of a stock includes (1) one individual selling the same amount of shares that a second individual simultaneously buys in order to create market activity, (2) coordinated buying activity on the same dates, (3)

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coordinated buying activity on high volume trading dates and/or following a decrease in share price. Based on an ongoing analysis of the Retrophin trading data as described below, the trading behavior of the Fearnow share recipients is inconsistent with an agreement between and among Mr. Shkreli, the Fearnow share recipients, and/or anyone else, including Mr. Greebel, to control the price or volume of trading in Retrophin stock.

- c. Specifically, Fearnow share recipients (1) did not buy and sell the same amount of Retrophin shares on the same date, (2) they did not buy a large volume of Retrophin shares in the aggregate on the same dates, (3) they were not net buyers in the aggregate or as individuals on the highest volume trading dates, and (4) they did not buy in the aggregate or as individuals a large volume of Retrophin shares following any decreases in Retrophin's share price.

2. In addition, Professor Lewis would explain certain complex and esoteric concepts that relate to the price and trading of Retrophin shares:

- a. supply and demand principles of stock markets, including their application to the trading and price of Retrophin shares; and
- b. factors that affect share price.

C. Bases and Reasons

Professor Lewis's expert testimony will be based on his extensive professional and academic experience; his own academic research and literature; outside academic research and literature; and his education.

In addition, his testimony will be based on the following ongoing analysis of Retrophin's trading activity:

- compiling trading data from Retrophin's Blue Sheet data produced by the government on or about April 19, 2017 and share price data on Retrophin from Bloomberg Terminal;
- analyzing the Blue Sheet data to determine the trading activity of each Fearnow share recipient;

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- aggregating the Fearnow share recipients' trading volume, in the aggregate and as individuals, by day and by month to examine trading behavior;
- comparing each Fearnow share recipient's trading behavior to the other Fearnow share recipients and to other accounts buying and selling Retrophin shares during multiple periods;
- analyzing the trading accounts appearing more frequently as net buyers on high volume trading dates; and
- analyzing the Fearnow share recipients' trading behavior, in the aggregate and as individuals, following a decrease in Retrophin's share price.

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Alan Johnson

A. Background and Qualifications

Alan Johnson has spent his entire career advising private and public companies about, among other things, consulting agreements. Moreover, Mr. Johnson has developed an expertise in consulting agreements containing broad general releases. For the past 25 years, he has served as the Managing Director of Johnson Associates, Inc., an executive compensation consulting firm he founded in 1992. Over his 37-year career, Mr. Johnson has provided executive compensation consulting services to over a thousand client companies, which for approximately 80% of these companies he actively reviewed the company's various employment, severance, and consulting-related agreements. His consulting efforts focus on advising major financial and professional service firms and he has advised on executive compensation issues for a wide-range of industries, including but not limited to energy, health care, pharmaceutical, technology, and basic manufacturing.

Mr. Johnson's *curriculum vitae* is re-attached hereto as Exhibit C.

B. Summary of Opinions

1. As a potential response in the event the government's case-in-chief includes the allegation in the Superseding Indictment that Mr. Shkreli and Mr. Greebel "caused Retrophin to enter into four sham consulting agreements with defrauded investors," Superseding Ind. ¶ 32; *see also* ¶¶ 31, 33-35, Mr. Johnson would testify that:
 - a. Consulting agreements are frequently utilized by private and public companies in the context of a threat or concern about litigation.
 - b. One of the principal goals of such agreements is to obtain broad general releases, non-disparagement obligations, non-compete provisions, and confidentiality provisions. Because of the importance to the company of obtaining these favorable terms in the context of a threat or a concern about litigation, more of the agreement in that context discusses these terms as compared to consulting agreements in other circumstances.
 - c. It is common for there to be a very broad description of the consulting services in such agreements.

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- d. A common market practice is to use such agreements to obtain an option of potentially conferring with the consultant even if it never actually happens.
- e. Companies entering into consulting agreements often expect to obtain minimal to no work from their consultants
- f. It is common practice for outside consultants like Mr. Johnson, and others who advise on such consulting agreements, to primarily communicate with the CEO of the company who is on the Board—not with the entire Board—about the terms of the agreements.
- g. Based on a review of the consulting agreements at issue in this matter and his ongoing analysis of publicly disclosed consulting agreements, the consulting agreements at issue have multiple similarities to consulting agreements entered into by a variety of companies. In addition, companies sometimes but not always, disclose such agreements.

C. Bases and Reasons

Mr. Johnson's expert testimony will be based on his extensive professional experience, including advising on approximately 100 executive separation agreements that were structured as consulting agreements with broad general releases and little expectation of consulting services; academic research and literature; his review of the consulting agreements at issue in this case; and his education.

In addition, Mr. Johnson's testimony will be based on the following ongoing analysis of consulting agreements disclosed publicly through SEC filings:

- analyzing the consulting agreements at issue in this case, including the specific terms included;
- using keyword searches in the SEC's EDGAR database of public SEC filings to identify the disclosure of consulting agreements that are potentially comparable to those at issue in this case;
- analyzing the universe of potentially comparable consulting agreements to identify agreements that have similar key terms;

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- analyzing the prevalence of certain terms that are common in comparable consulting agreements; and
- analyzing the types of companies that have entered into comparable consulting agreements.

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Joseph P. Dooley, CPA, CFF, CFE

A. Background and Qualifications

Mr. Dooley served in the Federal Bureau of Investigation (“FBI”) for approximately 21 years, from in or about 1984 through in or about 2005, and he was the Supervisory Special Agent in the New Haven, Connecticut Division for approximately five years. Over the course of Mr. Dooley’s extensive and distinguished career, he has supervised and conducted hundreds of white collar criminal investigations. During Mr. Dooley’s lengthy FBI career, he directly handled and oversaw investigations and arrests in a host of complex areas, including real-estate, banking, insurance, and financial services. The vast majority of Mr. Dooley’s FBI experience involved white-collar crime investigations.

As a Supervisory Special Agent in New Haven, Mr. Dooley created and led the FBI’s Computer Crime Squad and the Connecticut Computer Crimes Task Force (“CCCTF”), which was comprised of dozens of federal, state, and local criminal investigators, responsible for investigating internet fraud and computer intrusions, among other things.

Since retiring from the FBI in 2005, Mr. Dooley has continued to work for numerous investigative firms conducting and overseeing dozens of internal investigations. He served as a managing director of KPMG LLP (“KPMG”), from 2005 to 2010. At KPMG, he provided investigative advisory services and compliance reviews, traced assets, and conducted internal money-laundering and fraud investigations. In 2010, Mr. Dooley joined Stroz Friedberg Business Intelligence & Investigations, where he established the firm’s forensic-accounting practice and supervised investigations regarding the Foreign Corrupt Practices Act, securities laws, and improper financial transactions. In 2013, he founded JPD Forensic Accounting LLC, which provides investigative advisory services, compliance reviews, asset tracing investigations, and fraud investigations.

He is also a member of the Society of Former Special Agents of the FBI.

Mr. Dooley received his B.S. from the New York Institute of Technology and was trained at the FBI Academy. He has been a Certified Public Accountant (“CPA”) since 1982, a Certified Fraud Examiner (“CFE”) since 2003, and Certified in Financial Forensics (“CFF”) since 2008. His *curriculum vitae* is re-attached hereto as Exhibit D.

B. Summary of Opinions

As described in our pre-trial disclosure, Dkt. 312-2, at 2, Mr. Dooley would testify to the general practices and customs of the FBI in conducting thorough and complete investigations, including but not limited to the following:

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1. It is the general practice and custom of the FBI to interview as many subjects of interest, as well as to obtain and review as many relevant documents, as is practicable before determining whether to make an arrest.
2. In conducting a complex white-collar criminal investigation such as this one, before determining whether to arrest an individual, who poses no risk of either fleeing from the jurisdiction or destroying evidence, the custom and practice of the FBI is to endeavor to interview the subjects of the investigation in order to obtain as much information and evidence as possible about any crimes that may or may not have been committed.
3. Under such circumstances, the custom and practice of the FBI is to seek to subpoena the entities where the subjects of the investigation worked during the relevant time period, in order to gather as much documentary evidence as possible. The subpoena to the entities would typically be for both documents as well as interviews with other individuals at the entities who could shed more light on the subjects of the investigation and on the relevant issues pertaining to the investigation.

C. Bases and Reasons

Mr. Dooley's testimony will be based on his more than 20 years of experience as a Special Agent in three FBI field offices, and in particular his experience conducting complex white-collar criminal investigations, and as a Supervisory Special Agent in New Haven, Connecticut, and in particular his experience managing and leading complex white-collar criminal investigations. As noted above, Mr. Dooley has supervised and participated in hundreds of arrests and investigations and is intimately familiar with FBI customs and practices.

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Matthew D. Ferrante

A. Background and Qualifications

Matthew Ferrante is the founder of Aurora Information Security & Risk, LLC where he provides computer forensic, security, and security assurance consulting services to global corporations, including major financial institutions, and government entities.

Mr. Ferrante was a Special Agent with the United States Secret Service in the Electronic Crimes Special Agent Program for approximately eight years, where he served on several successful high profile, high-tech investigation operations related to, among other things, cybercrime, online surveillance & counter surveillance, and counterfeit instruments. Mr. Ferrante has an extensive background in analyzing e-crime, computer forensics, data loss prevention/detection, breach investigations, physical and network infrastructure protection, fraud, employee misconduct, cyber warfare, corporate espionage, protective intelligence, threat assessments, international organized crime incident response, extreme hacking, remediation, and asset identification.

Mr. Ferrante was educated at the United States Secret Service Academy, Federal Law Enforcement Training Center, Electronic Crimes Special Agent Program, and Mercy College for Criminal Justice. Mr. Ferrante's *curriculum vitae* is re-attached hereto as Exhibit E.

B. Summary of Potential Expert Testimony

1. Should the government's case-in-chief raise computer and/or electronic forensic issues, we would consider calling Mr. Ferrante to analyze the documents or materials in question, and to testify about them.
2. In addition, Mr. Ferrante would explain certain background concepts relating to the specialized field of interpretation of electronic metadata, including but not limited to:
 - a. common metadata fields, such as Author, User ID, and Date and Time Modification;
 - b. document management systems, including iManage;
 - c. common practices regarding the interpretation of digital evidence; and
 - d. the discovery and recovery of any hidden electronic data.

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C. Bases and Reasons

Mr. Ferrante's expert testimony would be based on his education; his extensive professional experience; and his review and analysis of documents relating to this matter.

Specifically, his review and analysis will be based on the following methodology:

- collection of files and preservation of information in a secured data container;
- processing of document data using acceptable tools, including software such as Access Data's FTK Imager, Access Data's Forensic Tool Kit, Magnet AXIOM Forensics, and WetStone Stego-Hunt;
- forensic analysis of document data, including at the code and bits level, to determine the authenticity of the file, such as whether the document has been corrupted, edited, or other modified; and
- analysis of document management programs, such as iManage.

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Bryan A. Garner

A. Background and Qualifications

Professor Garner has built his distinguished 35-year career examining how the English language is used, in particular in the legal profession. As a linguistics expert who focuses on legal writing, Professor Garner possesses specialized knowledge relating to legal terms and their usage.

Professor Garner is the chief editor of the authoritative *Black's Law Dictionary*, the Tenth Edition containing more than 2,000 pages and 50,000 terms, and he is the author of *Garner's Dictionary of Legal Usage*, the Third Edition containing more than 1,000 pages and 8,000 terms. He is also a consultant for legal terminology to the *Oxford English Dictionary*. He has reviewed thousands of other dictionaries and analyzed word usage in the context of law reviews and judicial opinions.

He is the author of many leading works on legal writing, including *The Chicago Guide to Grammar, Usage, and Punctuation*; *The Elements of Legal Style*; and *The Redbook: A Manual on Legal Style*. He is the co-author, with the late Justice Antonin Scalia, of *Reading Law: The Interpretation of Legal Texts*.

Professor Garner is also the President of LawProse Inc., a provider of CLE training in legal writing, editing, and drafting. LawProse's many courses include *Legal Writing in Plain English* and *Ethical Communications for Lawyers*.

He is a Distinguished Research Professor of Law at Southern Methodist University, and he lectures at various law schools. His course topics include English grammar, usage, legal drafting, and legal interpretation.

Professor Garner's *curriculum vitae* is re-attached as Exhibit F. He has testified in open court as a linguistic expert in three unreported state actions from before 2010. During the past four years, he has given expert affidavits in *Pima Oil & Gas LLC v. Jones Energy Inc.* (Texas); *Nevada Restaurant Services, Inc. dba Dotry's v. City of Las Vegas et al.* (Nevada); in the interpretation of the will of Louis R. Lurie (California); and in *Davidoff v. Spiritas* (Texas). He has also testified as an expert in arbitrations.

B. Summary of Potential Expert Testimony

Should the government's case-in-chief raise issues regarding the meaning of terms in communications between Mr. Shkreli and Mr. Greebel, we would consider calling Professor

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Garner to analyze those communications. Professor Garner's opinions would include, but are not limited to, the following:

1. Professor Garner would testify that, as explained in his book *Reading Law*, co-authored with Justice Antonin Scalia, the context of a communication is a primary determinant of interpreting meaning.
2. Professor Garner would testify to the particular linguistic habits of corporate lawyers communicating legal issues to their clients.
3. As a potential response in the event the government's case-in-chief includes the allegations in the Superseding Indictment that Mr. Greebel entered into a criminal agreement—a "scheme"—with Mr. Shkreli to "to defraud Retrophin" and to violate the securities laws, *see, e.g.*, Superseding Ind. ¶¶ 7(c), 7(d), 21, 36, Professor Garner would testify that the meaning of communications between Mr. Shkreli and Mr. Greebel is affected by the linguistic habits of each participant and by the context in which each communication took place. Moreover, Professor Garner would testify, the meaning of written communications from an outside corporate counsel, such as Mr. Greebel, to the Chief Executive Officer of his client, such as Mr. Shkreli, must be read in the context of outside counsel terminology.

C. Bases and Reasons

Professor Garner would base his opinions on his education and training; his professional experience as among the foremost living authorities on English usage, grammar, and punctuation, especially in legal communications; his linguistic expertise; the use of online tools such as *Google Books Ngram Viewer* and *Oxford English Dictionary Online*; and his review of documents relating to this matter.

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Gayle R. Klein

A. Background and Qualifications

Ms. Klein is a shareholder in McKool Smith, P.C., and has co-lead the firm's nationally acclaimed financial-litigation practice since 2008. The firm's banking and financial litigation practice is ranked "Tier 1" both nationally and in New York City by *U.S. News – Best Lawyers* in the 2016 edition of *Best Law Firms*. Ms. Klein herself is recognized for commercial litigation in New York by *Chambers USA*. At her previous firm, Weil, Gotshal & Manges LLP, she was the youngest woman elected litigation partner in 2005. She is an accomplished trial lawyer with twenty-one years of experience representing plaintiffs and defendants in complex commercial and securities actions. In particular, Ms. Klein specializes in representing investors. She has settled hundreds of cases, and she has recovered hundreds of millions of dollars for investors, including but not limited to institutional investors. She is a Fellow of the Litigation Counsel of America, a distinction based upon effectiveness and accomplishment in litigation and trial work, along with an ethical reputation.

Ms. Klein's *curriculum vitae* is re-attached hereto as Exhibit G.

B. Summary of Opinions

1. As a potential response in the event the government's case-in-chief includes the allegation from the Superseding Indictment that the settlement agreements reached in or about and between February and August 2013 between Retrophin and its investors were "fraudulent" and part of a "scheme" to "defraud Retrophin" by "settling claims . . . even though Retrophin was not responsible for those claims," *see* Superseding Ind. ¶¶ 26-30, Ms. Klein would testify to the likelihood that a reasonable plaintiff's attorney would, on behalf of the MSMB investors, bring a variety of colorable claims against Retrophin and its officers and directors arising out of the decision by the general partners of MSMB Capital Management LP and MSMB Healthcare LP to dissolve, liquidate, and wind down the hedge funds, the general partners' refusal or inability to distribute its investors' limited partnership interests for cash and the unauthorized distribution of Retrophin shares to those investors, in addition to the MSMB Funds and Mr. Shkreli.
2. To accommodate the government's objection that testimony relating to various potential legal theories of liability might risk "delay and juror confusion" by "requiring the jury to hear direct and cross-examination about numerous laws they will not need to consider in deliberating (various tort,

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contract, and corporate legal frameworks in two different states), as well as the application of those laws to facts about Shkreli's actions that are not the focus of this case," Gov't's Pre-Trial Mots., Dkt. 329, at 47, Ms. Klein would not testify as to the "numerous laws" and "various . . . legal frameworks" that might apply to an investor suit, but instead would testify that:

- a. She would bring claims on behalf of MSMB investors against Retrophin because she would have a good faith basis to do so in fact.
- b. These claims would likely engender negative publicity against Retrophin, which would be an additional basis that, in her experience, may cause Retrophin to seek to resolve the claims early, including but not limited to a settlement with MSMB investors.
- c. In general, a plaintiff's lawyer brings claims on behalf of clients that, not only have a good-faith basis in fact, but also run against companies that will have the ability to pay damages if the claims are successful.

C. Bases and Reasons

Ms. Klein will base her opinions on her approximately 21 years of wide ranging experience as both a plaintiff and defense attorney representing investors as well as successfully litigating and settling claims totaling hundreds of millions of dollars on their behalf and her review of documents relating to this matter.

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Ronald C. Minkoff

A. Background and Qualifications

Mr. Minkoff has over thirty-five years of experience counseling corporate and individual clients as plaintiffs or defendants in matters involving complex commercial litigation. In addition to being a shareholder/director at Frankfurt Kurnit Klein & Selz, P.C. (“Frankfurt Kurnit” or the “Firm”) since in or about 2002, Mr. Minkoff has served as the Firm’s general counsel for the last seven years. As general counsel, Mr. Minkoff advises the Firm regularly on the Firm’s ethical obligations, fiduciary duties, and risk management, including handling any potential and actual malpractice claims. Mr. Minkoff’s areas of expertise include advising lawyers facing potential malpractice claims in private practice, defending lawyers against malpractice claims, and bringing malpractice claims. He also is an expert in the area of professional responsibility. Over the last three decades, Mr. Minkoff has represented hundreds of clients, including both lawyers accused of malpractice and clients accusing lawyers of malpractice, and he has drafted numerous settlement agreements, including releases of liability.

Mr. Minkoff also taught courses on professional responsibility at Brooklyn Law School, Benjamin N. Cardozo School of Law, Fordham University School of Law, and New York University School of Law for many years. A basic concept always covered in the course is a lawyer’s ethical and fiduciary obligations to faithfully execute his client’s directives regarding settlement of claims and potential claims. He also regularly teaches CLE courses about professional responsibility. Mr. Minkoff has published extensively on issues of professional responsibility, legal ethics, and malpractice, and he is the co-managing editor of *The New York Legal Ethics Reporter*, a monthly periodical co-published by Frankfurt Kurnit and Hofstra University’s School of Law. A representative sample of Mr. Minkoff’s lectures includes: “Ethics for In-House Counsel,” New York City Bar Association (June 2017); “The Interplay Between Legal Ethics and Legal Malpractice,” American Conference Institute (Oct. 2016); and “Anatomy of a Legal Malpractice Case,” PLI (Dec. 2015).

He is actively involved in various professional associations. He serves on the professional-responsibility and professional-discipline committees (among numerous other committees) of the New York City, New York County, and New York State Bar Associations. He serves on the Policy Implementation Committee of the American Bar Association’s Center for Professional Responsibility. He is the former President of the Association of Professional Responsibility Lawyers. He regularly attends and is invited to speak at a variety of national conferences, as well as to the New York State House of Delegates, on issues of professional responsibility.

Mr. Minkoff’s *curriculum vitae* is re-attached hereto as Exhibit H.

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B. Summary of Opinions

Mr. Minkoff would testify to the role and obligations of a lawyer in preparing settlement agreements and releases of liability at the direction of his client, including but not limited to the following:

1. As a potential response in the event the government's case-in-chief includes the allegation from the Superseding Indictment that the settlement agreements reached in or about and between February and August 2013 between Retrophin and its investors were "fraudulent" and part of a "scheme to defraud Retrophin" by "settling" claims . . . even though Retrophin was not responsible for those claims," *see* Superseding Ind. ¶¶ 27-28,
 - a. Mr. Minkoff would testify that pursuant to applicable professional responsibility rules, e.g. N.Y. Rules of Professional Conduct (22 N.Y.C.R.R. § 1200.0) r. 1.2(a), it is reasonable and necessary for a lawyer to "abide by a client's decision whether to settle a matter," and that a lawyer who fails to abide by his client's decision risks both malpractice liability and disciplinary action for violating the applicable rules of professional responsibility.
 - b. Mr. Minkoff would testify to the reasonableness of seeking broad releases from liability, including not only for the company but also its affiliates, directors, and managers, employees and officers in the context of negotiating settlement agreements on behalf of a corporate client that directs its lawyer to settle actual or threatened litigation.
 - c. Mr. Minkoff would further testify that, although a lawyer has some discretion in determining certain aspects of litigation, such as trial strategy, a lawyer who refuses to follow his client's direction in settling actual or threatened litigation, or who fails to adequately protect his client with appropriate releases from future claims, risks malpractice liability arising out of any damages the client subsequently suffers as a result, disciplinary action, as well as reputational harm in the legal community for failing to adhere to the highest standards of professional conduct.
2. As a potential response in the event the government's case-in-chief includes the allegation it raised during *United States v. Shkreli*, that the broad releases

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within the above-referenced settlement agreements were unusual,¹ Mr. Minkoff would testify that it is standard practice to obtain as broad a release as possible, especially when threats exist and/or litigation may be contemplated.

3. As a potential response in the event the government's case-in-chief includes the allegation from the Superseding Indictment that the above-referenced settlement agreements included broad releases from liability, *see* Superseding Ind. ¶ 32, Mr. Minkoff would testify to the reasonableness of a lawyer's decision to include broad language releasing an entity, such as Retrophin, which the government alleges was not responsible for any claims of fraud, *id.* ¶ 28, for a host of reasonable reasons, including but not limited to reducing the risk of future litigation and preventing reputational harm from the potential filing of a lawsuit.

C. Bases and Reasons

Mr. Minkoff would base his testimony on his expertise in handling malpractice claims involving lawyers as well as ethics complaints based on his decades of actual experience; his teaching experience; his research, writing, and speaking on issues of professional responsibility and legal malpractice; and his review of documents related to this matter.

¹ *See, e.g.*, Shkreli Trial Tr. 4480:12–13 (Government during oral argument on the admissibility of evidence through Special Agent Braconi's testimony: "We are arguing that they weren't approved by the Board and that they also had the same release in them."); 5280:2–12 (Government Summation: "And there's the release in the settlement agreement, which releases Retrophin, which is a fraud, because Retrophin doesn't owe Sara Hassan anything. And it also releases the defendant and MSMB entities."); 1046:19–22 (government read the release language to Sarah Hassan); 1984:11–14 (government read the release language to Lindsay Rosenwald) 2381:1–7 (Mr. Kocher read the release language at the government's request); 3164:22–3165:11 (government read release language to Mr. Geller).

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Professor Lori Smith, C.P.A.

A. Background and Qualifications

Lori Smith is the Director of the SEC and Financial Reporting Institute and an Assistant Professor of Clinical Accounting at the Leventhal School of Accounting at the University of Southern California. Her courses focus on Professional Responsibilities in Accounting, Ethics for Professional Accountants, Intensive Accounting Principles and Practices-Advanced Accounting, and Financial Statement Analysis, and she has extensively studied and applied accounting and auditing principles.

Prior to academia, Professor Smith was an Audit and Assurance Partner at Deloitte and Touche LLP where she was responsible for the effective planning, execution and delivery of audit and consulting services to both publicly traded and privately held firms ranging from start-up companies, to family-owned businesses, to multi-national corporations. In addition, she was the engagement leader for the examinations of controls and Sarbanes-Oxley compliance.

For approximately four years, Professor Smith served as Director of Accounting at Bergen Brunswick Corporation, a public Fortune 500 medical equipment and device company, where she, among other things, was responsible for the accounting and reporting, re-engineered the organizational structure and internal control policies of the accounting and finance departments, and implemented the company's financial planning and reporting systems.

Professor Smith has been a practicing accountant for over 30 years and in academia for over six years. Over the course of her career, she has served over 200 audit clients. Professor Smith's *curriculum vitae* is re-attached hereto as Exhibit I.

B. Summary of Opinions²

1. Professor Smith would testify to the general customs and practices of an independent auditor of a small public company, including but not limited to the following opinions:
 - a. As a potential response in the event the government's case-in-chief includes the allegation in the Superseding Indictment that "Retrophin's external auditor . . . determined that Retrophin was not responsible for

² Professor Smith's potential testimony may also include her review and responses to the testimony of any Marcum or accounting witnesses called to testify during the government's case-in-chief.

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the claims resolved in the settlement agreements,” Superseding Ind. ¶ 29, Professor Smith would testify that, in her experience, it is not the responsibility—and indeed, beyond the ability or training—of an independent auditor to assess a company’s legal responsibility for a given loss or liability, or a company’s legal strategy as to the settlement of actual or threatened litigation.

- b. As a potential response in the event the government’s case-in-chief includes the allegation in the Superseding Indictment that “Retrophin’s external auditor questioned the settlement agreements that had been as of that time,” Superseding Ind. ¶ 29; *see also* Shkreli Trial Tr. 859:25-860:3 (assertion during government’s opening statement that “Retrophin’s accountants told the Defendant that . . . [the settlement] agreements weren’t proper because Retrophin owed MSMB investors nothing”), Professor Smith would testify that, in her experience, (a) it is common for an independent auditor following conventional audit procedures to identify information that the auditor believes should be accounted for differently and/or warrants disclosure or expanded disclosure, and (b) such oversights are especially common in early-stage or small public companies, which lack the resources, expertise, and/or developed internal controls of more mature and larger companies. Professor Smith would further testify that, in her experience and pursuant to applicable accounting and auditing principles, *e.g.* AS sections 3, 16, any suspicion of fraud must be recorded in the auditor’s official workpapers and reported to the Audit Committee of the Board of Directors (or the Board of Directors in the absence of an Audit Committee), but the workpapers of Retrophin’s independent auditor do not indicate any fraud was found and no report of fraud was made to the Audit Committee of the Board of Directors (or the Board of Directors in the absence of an Audit Committee).
- c. As a potential response in the event the government’s case-in-chief includes the allegation in the Superseding Indictment that Mr. Shkreli and Mr. Greebel conspired to conceal information and transactions from Retrophin’s external auditor, *see* Superseding Ind. ¶¶ 29-31, Professor Smith would testify that, in her experience, company management and/or its legal counsel often advocate for more limited public disclosures, including to guard against competitive disadvantage, analyze whether the standard for disclosure has been met, and/or ensure that any resulting restatements are truly warranted.

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Professor Smith would further testify that it is typical for auditors and company management/legal counsel to engage in protracted discussions concerning a proposed disclosure and to determine its exact wording.

- d. As a potential response in the event the government's case-in-chief includes the allegation in the Superseding Indictment that Mr. Shkreli and Mr. Greebel "caused MSMB Capital and MSMB Healthcare to execute indemnification agreements and promissory notes for the benefit of Retrophin even though they knew that the MSMB Funds had no assets" and "assured Retrophin and the auditors that the promissory notes would be repaid," Superseding Ind. ¶ 30, Professor Smith would testify that Retrophin fully disclosed in its public filings that company management believed there was uncertainty as to whether the promissory notes could be repaid, which caused Retrophin and the auditor to book the unpaid note amounts as expenses.
2. Finally, Professor Smith would explain certain complex and esoteric terms and procedures that relate to Marcum's audit of Retrophin, including, but not limited to the following:
 - a. applicable accounting and auditing principles relevant to companies similar to Retrophin;
 - b. conventional audit procedures, including identification of risks associated with an audit;
 - c. conventional analysis of internal control procedures, including that smaller companies typically have less internal controls;
 - d. related party transactions, including that they are common and do not, on their own, constitute fraudulent conduct;
 - e. adoption of forthcoming auditing standards, including ASU 2013-2014 Obligations Resulting from Joint and Several Liability Arrangements; and
 - f. the difference, from an accounting and auditing perspective, between the legal liability associated with a potential legal claim and monetary contractual obligations associated with an agreement settling that potential legal claim.

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C. Bases and Reasons

Professor Smith's potential testimony would be based on her education and training; her extensive professional experience, including her experience auditing early-stage and small public companies; her academic research, literature and teaching; applicable accounting and auditing standards and principles; and her review of documents relating to this matter.

* * *

Sincerely,

/s/ Reed Brodsky
Reed Brodsky

cc: Clerk of the Court (KAM)

EXHIBIT A

Stephen C. Ferruolo

[REDACTED]

619.260.7997 (office)

[REDACTED]

sferruolo@sandiego.edu

sferruolo@san.rr.com

Dean and Professor of Law, University of San Diego School of Law,
San Diego, California, August 2011 to present

Chair, Vice President and Provost Search Committee, 2013
Co-Chair, Task Force on Bestowal of Institutional Honors and Honorary Affiliations, 2013
Member, Search Committee for Dean of Joan Kroc School of Peace Studies, 2012
Board of Trustees Comprehensive Campaign Planning Committee, 2013-2015
Chair, Presidential Task Force on the National Immigration Dialog, 2016-2017

Previous Employment History (legal)

Goodwin Procter LLP, San Diego, California, March 2007-July 2011

Partner

Founder and Chair, San Diego Office

Member, Executive Committee, 2009-2011

Heller Ehrman LLP, Palo Alto and San Diego, California, January 1993-March 2007

Associate, 1993-1996; Partner, 1997 (earliest promotion in history of firm) -2007

Co-Chair, Life Science Practice, 1997-2005

Co-Chair, Corporate Practice, 2005-2007

Member, Policy Committee, 2000-2007

Member, Compensation Committee, 2003-2005

O'Melveny & Myers, Los Angeles, California, October 1991-December 1992

Associate

Honorable Bruce M. Selya, U.S. Court of Appeals for the First Circuit, Providence, Rhode Island,
September 1990-October 1991

Judicial Clerk

Previous Employment History (academic)

Stanford Law School, Stanford, California, 1994

Adjunct Professor of Law, European Community Law Seminar

Stanford University, Stanford, California, September 1979-December 1987

Assistant Professor of History

Resident Fellow, 1980-1989

Ferruolo 2

Chair, Rhodes-Marshall Interview and Selection Panel, 1980-1987
Recipient, Lloyd W. Dinkelspiel Jr. Award for Outstanding Service to Undergraduate Education, 1983

Bennington College, Bennington, Vermont, July 1977-June 1979
Instructor, Social Science Division
Secretary (Chair), Social Science Division, 1978-1979
Member, Faculty-Trustee Committee on Budget and Finance, 1978-1979

Education

J.D., Stanford Law School (Order of the Coif), 1990
Visiting Student, European University Institute, Florence, Italy, Fall 1989
M.A., Ph.D., History, Princeton University, 1975, 1979
Danforth Fellow
M.Phil., European History, Oxford University, 1973
Rhodes Scholar (Rhode Island and St. John's, '71)
A.B., College of Social Studies, Wesleyan University (*magna cum laude*), 1971

Scholarly Publications

The Origins of the University: The Schools of Paris and Their Critics, 1100-1215 (Stanford University Press, 1985)

Numerous articles, book chapters and reviews on medieval European and university history (list available on request)

Professional/Community Service, Activities and Awards (representative)

Fellow, American Bar Foundation, 2015

Board of Directors, BIOCOM, 2000 to present
Member, Executive Committee, 2003 to present
Member, Compensation and Nomination Committees, 2011 to present
Vice Chairman, 2011-2013
Vice President and General Counsel, 2003-2010

Board of Directors, Corporate Directors Forum, 2012 to present

Board of Directors, San Diego Volunteer Lawyers Program, 2012 to present

Member, Academic Advisory Board, Kuwait International Law School, 2015 to present

Steering Committee, Civic Learning California Summit: Power of Democracy, 2016-2018

Representative, State Bar of California Law School Council, 2014-2016

Board of Directors, San Diego Opera, 2007-2011

Ferruolo 3

Bernard E. Witkin Award for Excellence in Legal Education, San Diego Law Library Justice Foundation, 2014

William W. Otterson Award for Outstanding Service to the Life Sciences Industry in San Diego, BIOCOM, 2006

Included in Chambers USA: America's Leading Lawyers for Business (Life Sciences), 2008-2013; The Best Lawyers in America (Biotechnology); Daily Journal's "Top 25 Biotech Lawyers in California;" The Legal 500, United States, 2010-2011

Co-Chair, Program Committee, BIO International Conventions, 2004, 2008

Member, Rhodes Scholarship State Selection Committees: Vermont, Nevada, Rhode Island

Class Leader, Rhodes Scholarship Campaign for the Second Century, 2014 to present

Personal Information

Born and raised in Providence, Rhode Island

Married: Julie M. Robinson (partner/special counsel, Cooley LLP)

Children: Cristina Maria (Colgate, '18)
Stephen Anthony James (Wesleyan, '20)

EXHIBIT B

VITAE

CRAIG M. LEWIS

Madison S. Wigginton Professor of Finance
Owen Graduate School of Management
Vanderbilt University
401 21st Avenue South
Nashville, TN 37203

CONTACT INFORMATION

E-Mail: craig.lewis@vanderbilt.edu
Telephone: 615-322-2626

EDUCATION

Ph.D., University of Wisconsin-Madison, Finance, August 1986.
M.S., University of Wisconsin-Madison, Finance, August 1982.
B.S., Ohio State University, Accounting, June 1978.

REGULATORY EXPERIENCE

Director of the Division of Economic and Risk Analysis, U.S. Securities and Exchange Commission,
formerly named Division of Risk, Strategy, and Financial Innovation, June 2011 – May 2014
Chief Economist, U.S. Securities and Exchange Commission, June 2011 – May 2014
Vice Chairman, Committee on Emerging Risk, International Organization of Securities
Commissions (IOSCO), July 2013 – May 2014
Economic Fellow, U.S. Securities and Exchange Commission, January 2010 – August 2010 and
January 2011 – June 2011

ACADEMIC EXPERIENCE

Madison S. Wigginton Professor of Finance, Owen Graduate School of Management, Vanderbilt
University, Nashville, Tennessee, August 2007 – Present
Professor of Finance, Owen Graduate School of Management, Vanderbilt University, Nashville,
Tennessee, 2004 - 2007
Associate Professor of Management, Owen Graduate School of Management, Vanderbilt University,
Nashville, Tennessee, 1993 - 2004
Visiting Professor of Finance, Donau Universität, Krems, Austria, 2001 - 2005
Visiting Professor of Derivatives and Financial Engineering, Johann Wolfgang Goethe-Universität,
Frankfurt, Germany, Summer 2000

Visiting Professor of Finance, Amos Tuck School of Business, Dartmouth College, Hanover, New Hampshire, Spring 2000

Assistant Professor of Management, Owen Graduate School of Management, Vanderbilt University, Nashville, Tennessee, 1986 - 1993

Instructor, Graduate School of Business, University of Wisconsin-Madison, Madison, Wisconsin, Summers of 1983 - 1985

PROFESSIONAL EXPERIENCE AND CERTIFICATION

Arthur Young and Company, 1978-1981.

Passed Certified Public Accounting Exam in the State of Ohio

DISSERTATION

"A Multiperiod Theory of Corporate Financial Policy with Taxation."

Dissertation Committee: Lemma Senbet (Chairman), Robert Haugen, William Brock, Werner DeBondt, and Theoharry Grammatikos

PUBLICATIONS

Day, Theodore E. and Craig M. Lewis, "The Behavior of the Volatility Implicit in the Prices of Stock Index Options," *Journal of Financial Economics*, 22: 1 (1988), 103 - 122.

Lewis, Craig M., "A Multiperiod Theory of Corporate Financial Policy under Taxation," *Journal of Financial and Quantitative Analysis*, 25: 1 (1990), 25-44.

Lewis, Craig M., "Convertible Debt: Valuation and Conversion in Complex Capital Structures," *Journal of Banking and Finance*, 15: 3 (1991), 665-682.

Lewis, Craig M., "A Role for Recapitalization in Corporate Control Contests," *Managerial and Decision Economics*, 12 (1991), 489-498.

Day, Theodore E. and Craig M. Lewis, "Stock Market Volatility and the Information Content of Stock Index Options," *Journal of Econometrics*, 52 (1992), 267-287.

- Reprinted in *ARCH: Selected Readings (Advanced Texts in Econometric)*, edited by Robert Engle, Oxford University Press (2000).

Lewis, Craig M and James Schallheim, "Are Debt and Leases Substitutes?" *Journal of Financial and Quantitative Analysis*, 27 (1992), 497-512.

Day, Theodore E. and Craig M. Lewis, "Forecasting Futures Market Volatility," *The Journal of Derivatives*, 1 (1993), 33-50.

- Reprinted in *Volatility New Estimation Techniques for Pricing Derivatives*, edited by Robert Jarrow, RISK Books (1998).

Chaney, Paul K. and Craig M. Lewis, "Earnings Management and Firm Valuation Under Asymmetric Information," *Journal of Corporate Finance*, 1 (1995), 319-345.

Lewis, Craig M, Richard Rogalski, and James K. Seward, "The Information Content of Value Line Convertible Bond Rankings," *Journal of Portfolio Management*, 24 (1997), 42-52.

Day, Theodore E. and Craig M. Lewis, "Initial Margin Policy and Stochastic Volatility in the Crude Oil Futures Market," *Review of Financial Studies*, 10 (1997), 303-332.

Chaney, Paul K. and Craig M. Lewis, "Income Smoothing and Underperformance in Initial Public Offerings," *Journal of Corporate Finance*, 4 (1998), 1-29.

Lewis, Craig M., Richard Rogalski, and James K. Seward, "Agency Problems, Information Asymmetries and Convertible Debt Security Design," *Journal of Financial Intermediation*, 7 (1998), 32-59,

- 1998 JFI Most Significant Paper Prize, runner-up.

Lewis, Craig M , Richard Rogalski, and James K. Seward, "Understanding the Design of Convertible Debt," *Journal of Applied Corporate Finance*, 7 (1998), 45-53.

Chaney, Paul K., Debra Jeter, and Craig M. Lewis, "The Use of Accruals in Income Smoothing: A Permanent Earnings Hypothesis," *Advances in Quantitative Analysis of Finance and Accounting*, 6 (1998), 103-136.

Lewis, Craig M., Richard Rogalski, and James K. Seward, "Is Convertible Debt a Substitute for Straight Debt or Common Equity?," *Financial Management*, 28:3 (1999), 5-27.

Cooper, Rick A. and Craig M. Lewis, "Global Investing: Slicing the World Into Meaningful Pieces," *Advances in Financial Economics*, 5 (2000), 73-104.

Cooper, Rick A., Theodore E. Day and Craig M. Lewis, "Following the Leader: A Study of Individual Analysts Earnings Forecasts," *Journal of Financial Economics*, 61: 3 (2001), 383 – 416.

- Fama-DFA Prize for the Best Paper Published in the *Journal of Financial Economics* in the Areas of Capital Markets and Asset Pricing, 2001

Lewis, Craig M., Richard Rogalski, and James K. Seward, "The Long-Run Performance of Firms that Issue Convertible Debt: An Empirical Analysis of Operating Characteristics and Analyst Forecasts," *Journal of Corporate Finance*, 7: 4 (2001), 447-474.

Lewis, Craig M., Richard Rogalski, and James K. Seward, "Risk Changes Around Convertible Debt Offerings," *Journal of Corporate Finance*, 8: 1 (2002), 67-80.

Lewis, Craig M., Richard Rogalski, and James K. Seward, "Industry Conditions, Growth Opportunities, and Market Reactions to Convertible Debt Financing Decisions," 2003, *Journal of Banking and Finance*, 27: 1, (2003), 153-181.

Day, Theodore E. and Craig M. Lewis, "Margin Adequacy in Futures Markets," *Journal of Business*, 77: 1 (2004), 101-136.

Hogan, Chris and Craig M. Lewis, "Long-Run Investment Decisions, Operating Performance, and Shareholder Value Creation of Firms Adopting Compensation Plans Based on Economic Profits," *Journal of Financial and Quantitative Analysis*, 40:4 (2005), 721-746.

Ivanov, Vladimir, and Craig M. Lewis, "The Determinants of Market-Wide Issue Cycles for Initial Public Offerings," *Journal of Corporate Finance*, 14 (2008), 567-583.

Charoenrook, Anchada and Craig M. Lewis, "Information and Selective Disclosure," *Financial Management*, 38:1 (2009), 39-58.

Gande, Amar and Craig M. Lewis, "Shareholder Initiated Class Action Lawsuits: Shareholder Wealth Effects and Industry Feedback," *Journal of Financial and Quantitative Analysis*, 44:4 (2009), 823-850.

Lewis, Craig M and Patrick Verwijmeren, "Convertible Security Design and Contract Innovation," *Journal of Corporate Finance*, 17:4 (2011), 809-831.

Brown, Stephen, Bruce Grundy, Craig M. Lewis and Patrick Verwijmeren "Convertibles and Hedge Funds as Distributors of Equity Exposure," *Review of Financial Studies*, 25:10 (2012), 3077-3112.

Brown, Stephen, Bruce Grundy, Craig M. Lewis and Patrick Verwijmeren "Hedge Fund Involvement in Convertible Securities," *Journal of Applied Corporate Finance*, 25:4 (2013), 60-73.

Dutordoir, Marie, Craig M. Lewis, James K. Seward, and Chris Veld, "What We Do and Do Not Know about Convertible Bond Financing," *Journal of Corporate Finance*, 24 (2014), 3-20.

Lewis, Craig M and Patrick Verwijmeren, "Accounting for Cash-Settled Convertibles: The Interaction Between Earnings Management and Call Features," *Journal of Corporate Finance*, 24 (2014), 101-111.

OTHER PUBLICATIONS

Day, Theodore E. And Craig M. Lewis, "Marginal Influence," *Energy and Power Risk Management, Risk Publications*, 1 (1997), 27-29.

Lewis, Craig M., "Economic Value Added? A Look at EPPs," OWEN@Vanderbilt 20 (2001), 14 - 16.

Lewis, Craig M. and Chris Veld, "Convertible Bond Financing," *Journal of Corporate Finance*, 24 (2014), 1-2.

Girardi, Giulio, Mila Getmansky, and Craig Lewis, "Interconnectedness in the CDS Market," *U.S. Securities and Exchange Commission, Division of Economic and Risk Analysis White Paper Series*, May 2014.

WORKING PAPERS

"Firm-Specific Estimates of the Ex Ante Bankruptcy Discount," March 2009

"Do Fraudulent Firms Strategically Manage Qualitative Disclosure?," with Gerald Hoberg, August 2013, revised May 2014.

"The Economic Implications of Money Market Fund Capital Buffers," December 2013

"Debt-Equity Choice, Growth and Market Timing," with Yongxian Tan, July 2014.

INVITED PAPER PRESENTATIONS

"A Multiperiod Theory of Corporate Financial Policy under Taxation," The Amos Tuck Graduate School of Business, Dartmouth College, February 1987, University of Arizona, February 1987, Columbia University, February 1987, Indiana University, January 1987, The University of Houston, February 1987, Vanderbilt University, March 1987, Western Finance Association meeting, June 1987, Harvard University, March 1989.

"The Behavior of the Volatility Implicit in the Prices of Stock Index Options," Western Finance Association meeting, June 1988 and the Amex Option Colloquium, December 1987.

"A Role for Recapitalization in Corporate Control Contests," The Amos Tuck Graduate School of Business, Dartmouth College, May 1988, TIMS meeting - Osaka, Japan, July 1989.

"Convertible Debt: Valuation and Conversion in Complex Capital Structures," Western Finance Association meeting, June 1989, Nanzan University, July 1989.

"Are Debt and Leases Substitutes?," University of Florida, May 1989.

"Earnings Management and Firm Valuation under Asymmetric Information," University of Utah, January 1990, ORSA/TIMS meeting, May 1990, Western Finance Association meeting, June 1991.

"Stock Market Volatility and the Information Content of Stock Index Options," Statistical Models for Financial Volatility Conference at the University of California-San Diego; April 1990, Association of Managerial Economists meeting, Washington, D.C., December 1990, The Wharton School, University of Pennsylvania, October 1991.

"Initial Margin Policy and Stochastic Volatility in the Crude Oil Futures Market," Winter Finance Conference at the University of Utah; February 1993.

“Agency Problems, Information Asymmetries, and Convertible Debt Security Design,” NBER Conference on Corporate Finance, November 1994, American Finance Association meetings, December 1996.

“The Information Content of Value Line Convertible Bond Rankings,” University of Utah, May 1995, The University of Virginia, May 1995.

“Margin Adequacy in Futures Markets,” University of Illinois, November 1995, Virginia Tech, October 1996, University of Maryland, March 1997, Dartmouth College, October 1997.

“Is Convertible Debt a Substitute for Straight Debt or Common Equity?,” University of Miami, November 1997, American Finance Association meetings, December 1998, European Financial Management Association meetings, June 1999.

“Following the Leader: A Study of Individual Analysts Earnings Forecasts,” University of Wisconsin – Madison, November 1998, Conference on Corporate Earnings, April 1999, NBER Conference on Corporate Finance, August 1999, University of British Columbia, March 2000, Mannheim University, July 2000.

“The Long-Run Performance of Firms Adopting Compensation Plans Based on Economic Profits,” Dartmouth College, May 2000, The Ohio State University, May 2000, Johann Wolfgang Goethe-Universität, June 2000, Financial Management Association meetings, October, 2000, The London Business School, October 2001.

“Busted IPOs and Windows of Misopportunity,” Carnegie-Mellon, October 2000, Penn State University, April 2001, Western Finance Association meetings, June, 2001, Southern Methodist University, April 2002, University of Texas at Dallas, April 2002.

“The Determinants of Issue Cycles for Initial Public Offerings,” University of Kentucky, October 2002, Babson College, February 2003, University of Oklahoma, December 2003, University of New Orleans, March 2004, University of Tubingen, June 2004, University of Freiberg, June 2004, Financial Management Association, Sienna, Italy, June 2005.

“Shareholder Initiated Class Action Lawsuits: Shareholder Wealth Effects and Industry Feedback,” University of Kansas, October 2004, U.S. Securities and Exchange Commission, Washington, D.C., May 2005, Summer Finance Conference at University of British Columbia, Tofino, British Columbia, June 2005, Corporate Governance Conference, Washington University, November 2005.

“Firm-Specific Estimates of the Bankruptcy Discount Function,” The University of Wisconsin – Madison, November 2008, U. S. Securities and Exchange Commission, February 2009, Financial Management Association, Torino, Italy, May 2009, University of New South Wales, March 2010, University of Melbourne, March 2010.

“Convertibles and Hedge Funds as Distributors of Equity Exposure” U.S. Securities and Exchange Commission, May 2010, University of Maryland, May 2010, American University, May 2010, U.S. Federal Reserve Board, June 2010, University of South Florida, October 2010, American Finance Association meetings, January 2011, George Mason University, September 2011,

Norwegian Business School, Oslo, May 2012, Copenhagen Business School, Copenhagen, May 2012, Aalto Business School, Helsinki, May 2012

“The RSFI Money Market Fund Study,” The University of Glasgow, Glasgow, Scotland, April 2013, H.E.C., Versailles, France, April 2013

“Do Fraudulent Firms Strategically Manage Qualitative Disclosure?,” George Washington University, October 2013, Columbia University, October 2013, University of North Carolina at Chapel Hill, October 2013, Duke University, November 2013, London Business School, November 2013, London School of Economics, November 2013, University of Tennessee – Knoxville, November 2013, U.S. Department of Treasury, Office of Financial Research, March 2014.

INVITED PRESENTATIONS

The Effectiveness of Economic Value Added (EVA), Financial Management Association, Denver, Colorado, October 2003.

The Economics of Shareholder Litigation, Financial Management Association, Chicago, Illinois, October 2005.

Bridging Theory and Practice in Finance, Macroeconomics, and Regulation, Vanderbilt University Law School, Sept. 2011.

Securities Law Roundtable at Georgetown, Georgetown Law School, Washington, D.C., September 2011

Conference on Systemic Risk and Data Issues, Center for Financial Policy (University of Maryland), Salomon Center for the Study of Financial Institutions New York University), Center for Financial Markets (Carnegie Mellon University), and Fisher Center for Real Estate and Urban Economics (UC, Berkeley), Washington, D.C., October 2011

FIA Futures and Options Expo, Panelist on “Responding to Market Instability” and “Impact of High-Frequency Trading on Markets” sessions, Chicago, Illinois, October 2011

U.S. Securities and Exchange Commission, Advisory Committee on Small and Emerging Companies, Washington, D.C., October 2011

The Macroprudential Toolkit: Measurement and Analysis Conference sponsored by the Office of Financial Research, Moderator for “Risk Management?: What’s the Frontier” session, Washington, DC, December 2011.

Columbia Funds Board of Directors Meeting, Washington, DC, December 2011

Mutual Fund Directors Forum, Board of Directors meeting, Washington, DC, January 2012

Zicklin-Capco Institute Paper Series in Applied Finance Conference, Panelist on Capital Adequacy and Basel III session, Baruch University, New York, New York, February 2012

Practicing Law Institute, SEC Speaks 2012 Conference, Washington, DC, February 2012

University of Wisconsin – Madison, Granger School of Business, Madison, WI, March 2012

Policy Roundtable on the Future of Financial Regulation, Monetary and Capital Markets Department, IMF and Center for Financial Policy, University of Maryland, April 2012

Policy Chat, Center for Financial Policy, University of Maryland, April 2012

Case Western Reserve University, April 2012

Risk Minds Conference, Keynote Speaker, “Quantitative Risk Assessment at the SEC,” Boston, MA, June 2012, <http://www.sec.gov/news/speech/2012/spch060512cml.htm>

Financial Management Association, Panelist on “Market Structure: Perspectives of Regulators and Exchanges,” Istanbul, Turkey, June 2012

Quant Congress USA, Keynote Speaker, “Quantitative Risk Assessment at the SEC,” New York, NY, July 2012

Women in Housing and Finance Public Policy Luncheon, Key Note Speaker, “SEC priorities in Perspective,” Washington, DC, August 2012

SIFMA Compliance & Legal Monthly Luncheon, Keynote Speaker, “The Expanded Role of Economists in SEC Rulemaking,” New York, NY, October 2012, <http://www.sec.gov/news/speech/2012/spch101612cml.htm>

Risk Management in a Fast Changing Regulatory Environment, Rutgers University, Panelist on “Risk Management at Non-Banks,” Newark, NJ, November 2012

Waters USA 2012, “Title VII and the Dodd Frank Act,” keynote speech, New York, New York, December 2012

The Consortium for Systemic Risk Analytics, “Money Market Reform,” keynote speech, M.I.T. University, Cambridge, MA, December 2012

BB&T Center for the Study of Capitalism, Wake Forest University, “Risk Assessment and the Role of Data Analytics at the SEC,” Winston-Salem, North Carolina, February 2013.

National Association of Business Economists Conference on Global Challenges, Domestic Choices: Options for Economic Policy “Money Fund Regulation,” panelist, Washington, DC, March 2013.

The Investment Company Institute and the Federal Bar Association Mutual Funds & Investment Management Conference, “Money Market Funds: The Regulatory Hot Potato,” panelist, Palm Desert, California, March 2013.

Institute for Data Sciences and Engineering, Columbia University, IDSE Seminar Series Event, “Analytic Accounting Risk Modeling at the SEC,” New York, New York, March 2013.

XBRL International, “Analytic Accounting Risk Modeling at the SEC,” keynote speech, Dublin, Ireland, April 2013

The Irish Banking Federation, “The RSFI Money Market Fund Study,” keynote speech, Dublin, Ireland, April 2013

The ICI Money Market Fund Advisory Committee, “Money Market Funds,” panelist, Washington, D.C., April 2013

Pennsylvania Association of Public Employee Retirement Systems Annual Spring Forum, “Investor Protection Through Economic Analysis,” keynote speech, Harrisburg, Pennsylvania, May 2013, <http://www.sec.gov/News/Speech/Detail/Speech/1365171575422>

Journal of Business, Finance, and Accounting Capital Markets Conference, “Analytic Accounting Risk Modeling at the SEC,” keynote speech, Chapel Hill, North Carolina, May 2013

Mid-Atlantic Enforcement Cooperative Conference, “Analytic Accounting Risk Modeling at the SEC,” keynote speech, Philadelphia, Pennsylvania, June 2013

National Economists Club, “The Economics of Money Market Reform,” keynote speech, Washington, DC, April 2013.

American Bar Association Annual Meeting, “The Money Market Fund Conundrum: Balancing Competing Regulatory Agendas with Investor Needs,” Panelist, San Francisco, California, August 2013.

Data Transparency Coalition 2013, “Policy Spotlight: Financial Regulation,” keynote speech, Washington, DC, September 2013.

XBRL USA Annual Meeting, “The Accounting Quality Model,” keynote speech, Las Vegas, Nevada, September 2013

2013 Academic and Practitioner Conference on Mutual Funds and ETFs, ICI and University of Maryland, Risk Management and Oversight, panel moderator, October 2013, College Park, Maryland

Vanderbilt Conference on Institutional Investors and Price Efficiency, “Alternative Trading Systems,” keynote speech, Nashville, Tennessee, October 2013

Practicing Law Institute, “Recent Developments in Rule Making,” panelist, New York, New York, November 2013

Corporate Governance Center at University of Tennessee – Knoxville, “Risk Assessment at the SEC – The Accounting Quality Model,” keynote speech, Knoxville, Tennessee, November 2013

AICPA Conference on Current SEC and PCAOB Developments, “The Role of Data Analysis in the Future of Financial Reporting,” panelist, Washington, DC, December 2013.

The Consortium for Systemic Risk Analytics, “Risk Assessment – The Accounting Quality Model,” keynote speech, M.I.T. University, Cambridge, MA, December 2013.

Practicing Law Institute, Corporate Governance – A Master Class, “Audit Committees Back in the Hot Seat,” panelist, New York, New York, February 2014

Investment Company Institute 2014 Mutual Funds and Investment Management Conference, “Encouraging Economic Discourse,” keynote speech, Orlando, Florida, March 2014, <http://www.sec.gov/News/Speech/Detail/Speech/1370541172162#.U0FkidxBV8s>

INQUIRE Europe and INQUIRE UK Spring Seminar, “The Economic Analysis of the Regulation of Money Market Funds,” speaker, Vienna, Austria, March 2014

SIFMA Compliance and Legal Society Annual Seminar, “SEC Developments,” panelist, Orlando, Florida, April 2014

International Forum of Independent Audit Regulators Plenary Meeting 2014, “Risk Assessment,” panelist, Washington, DC, April 2014

University of Pennsylvania, Wharton School of Business, “Economic Analysis,” Philadelphia, Pennsylvania, April 2014

Massachusetts Institute of Technology, Center for Financial Policy Distinguished Speaker Series, “The Future of Capital Formation,” Boston, Massachusetts, April 2014

Financial Executives Institute 2014 Summit Leadership Conference, “Discretionary Disclosure Detection,” keynote speaker, Washington, DC, June 2014.

Sustainable Architecture for Finance in Europe, “Money Market Reform,” keynote speaker, Frankfurt, Germany, July 2014.

RESEARCH GRANTS

Visiting Scholar Grant, Johann Wolfgang Goethe-Universität, Summer 2000

State Street Global Advisors, “Market Responsiveness to Earnings Forecasts,” 1996, 1997, 1998.

New York Mercantile Exchange, “Forecasting Conditional Volatility in The Oil Futures Market with Option Prices,” 1991.

Chicago Board Options Exchange, “The Behavior of Volatility Implicit in the Prices of Stock Index Options,” 1987.

HONORS AND AWARDS

James A. Webb Award for Excellence in Teaching at the Owen Graduate School of Management, Vanderbilt University, 1991, 2000, 2009

Finalist for James A. Webb Award for Excellence in Teaching at the Owen Graduate School of Management, Vanderbilt University, 1997, 1999, 2001, 2010

Outstanding Executive MBA Professor at the Owen Graduate School of Management, Vanderbilt University, 1991

Dean's Award for Teaching Excellence at the Owen Graduate School of Management, Vanderbilt University, 1992, 1999

NASDAQ Award for the Best Paper on Capital Formation at the Western Finance Association, June 2001 for "Busted IPOs and Windows of Misopportunity"

Fama-DFA Prize for the Best Paper Published in the *Journal of Financial Economics* in the Areas of Capital Markets and Asset Pricing, 2001, 1st Place for "Following the Leader: A Study of Individual Analysts Earnings Forecasts"

Dean's Research Productivity Award at the Owen Graduate School of Management, Vanderbilt University, 2003

Hirtle Callaghan Research Scholar Award, 2005

COURSES TAUGHT

Advanced Corporate Finance (MBA), Corporate Value Management (MBA, EMBA), Corporate Financial Policy (MBA, EMBA, Ph.D.), Derivative Securities (MBA), Advanced Derivatives Securities (MBA), Executive Managerial Finance I (MBA), Financial Economics Seminar (Ph.D.), Life Cycle of the Firm (MBA/JD), Managerial Finance (Undergraduate, MBA), Option Pricing (Undergraduate), Quantitative Portfolio Management (MBA), Empirical Methods in Corporate Finance (Ph.D.), Seminar in Venture Capital (Ph.D.), Seminar in Dynamic Capital Structure (Ph.D.)

EDITORIAL BOARDS

Journal of Corporate Finance, Associate Editor, 2001 – present.

Journal of Business Accounting and Finance, Associate Editor, 2008 – present

The North-American Journal of Economics and Finance, Associate Editor, 2010 – present

The Journal of Financial Research, Associate Editor, 1999 – 2006

REFEREEING

Professional Journals:

Journal of Financial Economics, Journal of Finance, Review of Financial Studies, Journal of Econometrics, Journal of Financial and Quantitative Analysis, Journal of Financial Intermediation, Financial Management, Journal of Financial Research, Journal of Corporate

Finance, Journal of Derivatives, Journal of Empirical Finance, Management Science, Journal of Futures Markets, Journal of Banking and Finance, International Review of Financial Analysis, Review of Derivatives Research, Review of Financial Economics, The Financial Review, Quarterly Review of Economics and Business, Review of Futures Markets

Program Committees:

Western Finance Association meetings, 1989 and 1992
Financial Management Association, 1990, 1992, 1993, 2004
FMA Competitive Paper Awards Committee, 1996, 2000.
Chairman, FMA Competitive Paper Awards Committee, 2005.
Chairman, FMA, Special Topics Section, 2006.
Co-Chairman, European Financial Management Association meeting, 2009

ACADEMIC SERVICE

Open Rank Accounting Search Committee (1994)
Open Rank Finance Search Committee (1986, 1988, 1989, 1992, 1996, 1997, 1999, 2001)
Open Rank Finance Search Committee (1987) - Chairman
Senior Level Faculty Search Committee (1987, 1988, 1989, 2000, 2007, 2008, 2009)
Ph.D. Committee (1987, 1988, 1989, 1990)
Facilities Planning Committee (1990)
Honors and Awards Committee (1991, 1992)
New Position Description Committee (1993)
Committee on Computing/Telecommunications Planning (1993, 1994)
Executive MBA Oversight Committee (1994, 2004)
Accounting Search Committee (1994)
SACS Compliance Audit Committee (1994)
Committee on Instruction (1995, 1996, 1997)
Computer Camp Planning Group (1996)
Building Committee (1996, 1997)
Statistics Camp Planning Group (1997)
Undergraduate Business Major Committee (1997)
Renewal and tenure review committees (1995, 1996, 1997, 1999, 2001-2006, 2009)
Core Curriculum Review Committee (2002, 2004, 2005)
Research Committee (2002, 2003, 2004, 2005)
Co-Director of the Law and Business Program (2002, 2003)
LEAD program committee (2004)
Owen Graduate School of Management, Executive Committee (2004, 2005, 2006)
Future of Undergraduate Business Education Committee (2005)
Executive M.B.A. Committee (2004, 2005, 2006, 2008, 2009, 2010)
Distance Education Committee (2006)
M.B.A. Program Committee (2010, 2011)

THESIS COMMITTEES

Mahmud Hassan (1987, Economics, University of Alabama at Birmingham)
Paul Laux (1988, Economics, University of Texas at Austin)
Rick Cooper (1990, Finance, Wayne State University)
Vijay Chopra (1990, Finance, Frank Russell and Company)
L. Shivakumar (1996, Finance, London Business School)
C. Sinha (1997, Finance, General Electric Credit Corporation)
Mary Watson (1997, Organizational Studies, University of North Carolina at Chapel Hill)
Yi Zhang (2000, Economics, State Street Global Advisors)
Hans Heidle (2001, Finance, Notre Dame)
Saadet Kasman (2001, Economics)
Xi Li (2002, Finance, University of Miami)
Ingrid Fulmer (2003, Organizational Studies, Michigan State University)
Yuanhe Yao (2003, Economics)
Sunhee Lee (2003, Economics)
Jiaren Pang (2004, Economics)
Jun Zhang, economics (2004, Economics, Chinese University of Hong Kong, Economics)
Raj Nahata (2004, Finance, Baruch University)
Vladimir Ivanov (2004, Finance, Dissertation Chairman, University of Kansas)
Fei Xie (2005, San Diego State University)
Veronika Krepely (2005, Finance, Indiana University)
Gemma Lee (2005, Finance, University of Alabama)
Cong Wang (2006, Finance, University of Hong Kong)
Shawn Mobbs (2007, Finance, University of Alabama)
Chih-Wei Wang (2008, Economics)
Suk-Won Kim (2009, University of California, Riverside)
Lixiong Gao (Finance, 2011, University of New South Wales)
Yongxian Tan (Finance, Dissertation chairman, Fudan University)
Shage Zhang (Finance, Dissertation co-chairman, Trinity University)

CONSULTING

Berwind Industries, Calloway Gardens, Chicago Board Options Exchange, Chicago Board of Trade, CTN Strategic Investments, CTS Strategic Investments, Dollar General Stores, Federal Trade Commission, First American Bank, Hanseatic Marine, Harris Bank, J.C. Bradford & Co., Lipper Convertible Bond Fund, NationsBank, New York Mercantile Exchange, Ronin Capital, State Street Global Advisors, Sovereign Energy Risk Management, Susquehanna Investment Group, TML Risk Management, Tennessee Valley Authority, Union Pacific Railroad, U.S. Securities and Exchange Commission, Western Sizzlin'

July 18, 2014

EXHIBIT C

Alan M. Johnson Professional Experience

- Entire career as executive compensation consultant

Years	Firm	Title or Equivalent	Duties
1980 – 1983	Hewitt Associates	Consultant	Executive Compensation Consultant
1983 – 1986	Sibson & Company	Principal	Executive Compensation Consultant
1986 – 1989	Frederic W. Cook & Co.	Partner/Shareholder	Executive Compensation Consultant
1989 – 1990	Handy Associates	Managing Director	Executive Compensation Consultant
1990 – 1992	GKR	Managing Director	Executive Compensation Consultant
1992 – Present	Johnson Associates, Inc.	Managing Director	Executive Compensation Consultant

Education

1973 – 1975	U.S. Naval Academy
1975 – 1977	University of Florida, B.A. (History/Economics)
1977 – 1978	University of Virginia, Graduate Economics
1978 – 1980	University of Chicago, M.B.A. (Finance)

Consulting focus:

- Since about 1990 the bulk of my consulting efforts have involved advising major financial and professional service firms. I consult on the design and magnitudes of compensation programs for senior executives on a regular basis. I am quoted extensively in the press on compensation issues related to major financial service firms.

Alan M. Johnson Prior Expert Testimony Since 2011

LAW FIRM:	CASE:	Description:	COURT:	
Skadden, Arps, Slate, Meagher & Flom LLP	Fakahany v. Merrill Lynch & Co.	Market severance	FINRA Dispute Resolution Arbitration	January 2011
Schiff Harden	Connors & Co. v. McKinley Capital Management	Sales compensation	Arbitration	February 2011
Friedman Kaplan Seiler & Adelman LLP	Babich v. Silver Point Capital	Deferred compensation	Arbitration	Nov 2011
Reed Smith	Smolchek v. Merrill Lynch	Good Reason	FINRA Dispute Resolution Arbitration	March 2012
Dechert LLP	Mark S. Fife v. Gregg S. Hymowitz	Hedge fund compensation	Arbitration	May 2013
Seyfarth Shaw LLP	Richard Petrilli v. Silver Point Capital	Deferred compensation	Arbitration	April 2014
Blevans & Blevans	Nina Frank v. Lee Thomas Kranefuss	Asset management compensation	Superior Court of CA	August 2014
Aronson Mayefsky & Sloan	Alex Lip v. Jennifer Nason	Investment Banking compensation	Supreme Court of NY	October 2014
Wechsler & Cohen LLP	Namuk Cho & Kyle Rusconi v. BNP Paribas Security	Reasonable compensation	FINRA Dispute Resolution Arbitration	February 2015
Schulte Roth & Zabel LLP	Mark Rohman and Sean Cunningha, v. Capstone Advisory Group	Reasonable compensation	Arbitration	May 2016

EXHIBIT D

JPD FORENSIC ACCOUNTING LLC
JOSEPH P. DOOLEY, CPA, CFF, CFE

PROFESSIONAL EXPERIENCE

JPD FORENSIC ACCOUNTING LLC

CEO & Founder

Durham, CT

July 2013 to present

Lead a full service forensic accounting practice which includes providing investigative advisory services and compliance reviews, asset tracing investigations, and fraud investigations for private and publicly held corporations. Overall responsibilities include managing all aspects of forensic engagements, including planning, conducting fieldwork, reporting and contract administration.

Significant engagements include the following:

- Leading an investigation into the theft of funds by a bookkeeper employed by two medical professionals.
- Serving as a privileged consultant in the defense of a medical doctor indicted for insider trading.
- Conducted an investigation on behalf of the National Credit Union Administration and the Rhode Island Department of Business Regulation of a credit union's senior management.
- Led an investigation on behalf of a CT municipality involving allegations of corruption by a former town manager.
- Serving as a privileged consultant assisting counsel in the defense of a property manager accused of diverting funds from limited partnerships.
- Led an investigation into personal expenses recorded as business expenses on behalf of counsel representing the owner of a construction company who was under investigation by the FBI and IRS.
- Conducted an investigation into allegations of theft of customer payments by a manager at a national automotive repair business.
- Served as financial monitor on behalf of counsel assigned as monitor for the New York City Business Integrity Commission monitorship of a hauling company.
- Led an investigation into the misuse of credentials by a research fellow during work on a federal grant.
- Conducted an investigation into improprieties by a salesperson at a national medical testing company.
- Performed background investigations of behalf of several US based entities of current and prospective employees.

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- Served as a defense witness in the trial of the Chief Accounting Officer of a publicly traded home builder for manipulation of reserves and obstruction of justice.

STROZ FRIEDBERG BUSINESS INTELLIGENCE & INVESTIGATIONS

Managing Director

New York, NY

December 2010 to June 2013

Was responsible for the creation and overall management of the forensic accounting practice within the Business Intelligence & Investigations group across the United States and in London. Supervised internal investigations into FCPA/Anti-Bribery and Corruption (ABC), Money-Laundering, Embezzlement, Securities Fraud, and other investigations that require a combination of accounting expertise, investigative skill in examining financial transactions, money and asset-tracing proficiency, combined with witness interviewing expertise.

Developed compliance programs designed to mitigate and provide for the early identification of fraud, corruption and regulatory violations. Worked with organizations to assess existing internal control mechanisms designed to provide an early warning system for the identification of fraudulent activity.

Performed forensic accounting services in matters involving potential or actual civil or criminal litigation by leading teams of trained professionals in the determination of lost profits, income, assets or damages and any other matter involving accounting expertise in the legal system. Assists clients and counsel in responding to regulatory and law enforcement inquiries by assessing the legitimacy of the information obtained and evaluated during the course of complex internal investigations.

Significant engagements included:

- Led an investigation into potentially corrupt payments made by a foreign oil and gas production company in Russia. The investigation included a review of transportation records, financial records, the collection of background information on nominee/pass through entities and in-country interviews.
- Led an FCPA/ABC health check on behalf of a US based technology company at one of its local offices in Africa. The assessment included interviews of both local in-country and regional company representatives, testing of discrete transactional activity and obtaining background information on third party agents and representatives.
- Served as project manager on a global ABC assessment of a US based manufacturer in 25 countries including many high risk locations. Worked with two international law firms and a global forensic accounting firm to identify potentially corrupt payments through the collection of digital evidence, including both emails and financial records, and in-country interviews.

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- Led an investigation into overpayments of discounts by a global pharmaceutical company. Used custom data analytics for the identification of potential anomalies due to fraud or error in credits requested and refunds paid to customers of this organization.
- Led an investigation at a hospital involving physicians who performed medically unnecessary procedures. The investigation included data analysis of procedures performed and supplies used, analysis of travel records, as well as an analysis of digital evidence of hospital employees.
- Led an investigation into personal expenses recorded as business expenses on behalf of counsel representing the owner of a construction company who is under investigation by the FBI and IRS.
- Led an investigation on behalf of a US based international financial institution into allegations of kickbacks paid to employees by a third party vendor to obtain work.
- Worked with a New York based law firm in a dispute between a general partner and limited partner. Engaged to provide an expert report and testimony at arbitration.
- Led an investigation on behalf of an international pharmaceutical company into the sales of counterfeit products. The investigation involved the review of the targets electronic media for evidence of illicit activity.
- Worked with numerous organizations in performing integrity due diligence on potential business partners.
- Led an investigation on behalf of a private equity company into possible insider trading by analyzing electronic access to internal documents by specific employees.
- Assisted an international pharmaceutical company in identifying the principal of a foreign entity which may have received potentially corrupt payments.
- Led an investigation into the misuse of a corporate credit card by the Chief Operating Officer of a national charity based in New York.
- Led an investigation into the misuse of a computer system by employees of a subsidiary of an international financial institution.

KPMG LLP
Managing Director
New York, NY
August 2005 to November 2010

Provided investigative advisory services and compliance reviews, pursued asset tracing investigations, and conducted internal money laundering and fraud investigations for private and publicly held corporations over a five year period. Overall responsibilities included managing all aspects of forensic engagements, including planning, conducting fieldwork, reporting and contract administration.

Significant engagements included:

- Led an investigation into kickbacks paid to construction inspectors and overcharges by contractors at a major utility in NY State in conjunction with a concurrent federal

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investigation through the use of data analytic techniques. Provided a loss analysis to the primary utility regulator, the bonding insurance company and federal authorities for criminal prosecution and restitution determination. Provided suggestions for enhancement of controls to mitigate a reoccurrence of similar activity.

- Led an investigation into conflicts of interest related to payments by vendors to regional office employees of a natural gas pipeline company. Identified the method for the creation of cash payments by vendors via interviews and financial analysis enabling the payment of kickbacks to pipeline company employees.
- Led an investigation of embezzlement and collusion by an officer of a national bank. Identified a million dollar plus embezzlement scheme, which was referred to the FBI and US Attorney's Office and led to the conviction of the former officer. Worked with the fidelity insurance company to obtain a recovery equal to the amount of the loss for the victim financial institution.
- Led an investigation into the misappropriation of assets through the creation of fictitious vendors by an accounts payable manager at a hospital. Utilized data analytic techniques to identify payment red flags enabling more targeted review of source documentation to efficiently conclude the investigation.
- Led FCPA investigations on behalf of a US Pharmaceutical company in Europe. Worked with KPMG colleagues in Eastern and Western Europe in two separate investigations alleging payments in violation of the FCPA.
- Led an investigation of commercial mortgage fraud at the US operation of an international bank. Identified over \$250 million in loans funded to questionable recipients through a review of loan files, disbursement records and public records. Worked with counsel and the victim financial institution to report to and assist federal law enforcement in their investigation.
- Led an asset tracing investigation on behalf of a German Reinsurance company for assets located in the US and Latin America.
- Led an investigation into the misappropriation of assets at a religious charity in New York City.
- Led an AML compliance review of agent locations for a national Money Service Business.
- Managed the US portion of an OFAC compliance review for an international bank.
- Managed thirty KPMG employees engaged in an Anti-Money Laundering (AML) and OFAC compliance review for an international bank in NYC.
- Led an investigation into the misappropriation of assets at a Mexican subsidiary of a US based technology company.
- Conducted a financial due diligence investigation on behalf of a foreign based private equity firm.
- Led the investigation into a misappropriation of assets at a major credit card processor.

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- Led a team of twenty KPMG employees at a Fortune 100 Company reviewing allegations of improper revenue recognition.
- Led an engagement involving a review of expenditures by senior management of a US subsidiary of a foreign bank.
- Led an investigation into the misappropriation of assets by a senior manager of an equipment leasing company.

FEDERAL BUREAU OF INVESTIGATION

Special Agent, 1984 to 2000

Supervisory Special Agent, 2000 to 2005

Served for twenty-one years as a Special Agent of the Federal Bureau of Investigation in the Seattle, WA, Newark, NJ and New Haven, CT field offices.

Supervisory Special Agent-FBI, New Haven, CT

June, 2000-July, 2005

Created and led the FBI's Computer Crime Squad and the Connecticut Computer Crimes Task Force (CCCTF) in New Haven, Connecticut. The CCCTF consisted of a team of twenty-two investigators and five support employees responsible for the investigation of identity theft, computer intrusions, intellectual property theft, internet pedophiles, and internet fraud. Supervised the collection of all digital evidence obtained for investigation by both the FBI and the CCCTF within Connecticut.

- Created an investigative squad to address an emerging crime problem.
- Responsible for a budget of over \$500,000 and equipment valued at over \$250,000.
- Planned, designed and developed a 27 student computer training laboratory which is used to conduct regional training for the FBI.
- Led the establishment of an investigative task force comprised of local, state and federal criminal investigators.
- Led the investigation into Blake Prater who pled guilty to running an internet ponzi scheme.
- Developed the curriculum for a two day training session for over 200 criminal investigators.
- Supervised the InfraGard partnership program between the FBI and private industry at a time when the CT Chapter was the largest in the US.
- Frequently requested speaker on white collar crime and cybercrime investigations.
- Charter member of the CT Chapter of the High Technology Crime Investigation Association and served as first President of the local chapter.

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*Special Agent-FBI, Seattle, Newark and New Haven
April, 1984-June, 2000*

Responsible for the investigation of crimes involving bank fraud and embezzlement, corporate embezzlement, public corruption, fraud against the government, money laundering and RICO violations.

- Led a team of twelve investigators from three federal agencies involving the collapse of insurance companies controlled by Greenwich, CT financier Martin Frankel in 1999 which resulted in the identification, seizure and forfeiture of \$68 million.
- Led the investigations into a series of bank failures in New Jersey during the late 1980's which resulted in the seizure and forfeiture of several million dollars in kickbacks paid to loan officers.
- Led a series of investigations involving the creation of fictitious real estate loans utilizing fraudulent documents, nominee owners and inflated appraisals.
- Developed the intelligence and prepared the justification to create two new investigative squads in New Jersey to address the burgeoning bank failure problem.
- Instructed at over 50 regional and FBI Quantico based training sessions on financial institution fraud investigations.
- Served as the summary witness in the corruption trial of a New Jersey County Executive.

EDUCATION

FBI Academy, Quantico, VA-1984

Various training courses regarding computer crimes investigation, forensics, criminal investigation, behavioral sciences and law.

New York Institute of Technology, New York, NY

B.S., Accounting, 1980

PUBLICATIONS

June 2011: Co-authored an article in the *White-Collar Crime Fighter*, Volume 13, No. 6, "When the Feds Come Knocking."

May 2007: Co-authored an article with Elliott Leary and Nicole Stryker JD in the *Metropolitan Corporate Counsel*, "Trends in FCPA Enforcement."

January 2007: Co-authored an article with Meghan Meehan JD in the *White-Collar Crime Fighter*, Volume 9, No1, "Essentials of Successful International Fraud Investigations."

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October 2006: Co-authored an article with Rachel Brecher JD, in the *White-Collar Crime Fighter*, Volume 8, No10, "Anti-Money Laundering Compliance: Essential Roles and Responsibilities of Management and Employees."

August 2006: Co-authored an article with Nicole Stryker JD, in the *White-Collar Crime Fighter*, Volume 8, No 8, "How to Avoid Costly Traps in International Anti-Fraud Law."

TESTIMONY

Approximately 40 presentations of testimony while employed by the Federal Bureau of Investigation, including trial and grand jury appearances in federal, state and UCMJ courts as follows:

Seattle-Grand Jury: Testified approximately 30 times in cases involving violent crimes and white collar crimes (WCC); UCMJ and Petit Jury: Testified and cross examined at least ten times in trials involving violent crimes and WCC. Served as the case agent on a 9 defendant bank failure investigation resulting in two trials during which I was on the stand for 2 1/2 days and the trial resulted in the conviction of 7 of 9 defendants.

Newark-Grand Jury: Testified at least ten times in WCC cases. Petit Jury: Testified and cross examined at least three times in WCC cases including one at which I served as the summary witness during the corruption trial of a NJ County Executive.

New Haven-Grand Jury: Testified as the summary witness for the indictment of Martin Frankel and others in a large scale financial fraud investigation.

PRESENTATIONS

June 2017: Provided a presentation on the topic of Forensic Accounting at the New England Graduate Accounting Studies Conference.

June 2015 and other dates: Delivered presentations on the Martin Frankel investigation:

- New England Graduate Accounting Studies Conference
- Fordham University, New York, NY for a Forensic Accounting class.
- Manhattan College, New York, NY to an Accounting Society meeting.
- York College, Queens, NY for Accounting Major classes.
- Georgia Southern University, Fraud and Forensic Accounting Conference.
- NYS Society of CPA's Higher Education Conference.
- University of New Haven, New Haven, CT before a Criminal Justice class.
- Western New York Chapter of the Institute of Internal Auditors, Buffalo, NY.
- Conference sponsored by Georgia Southern University, Atlanta, GA.
- FBI CPA Conference, Las Vegas, NV.

May 2015: Panel presentation entitled, "Investigating and Litigating Criminal Tax Cases and Civil Damage Issues".

May 2015: Delivered a panel webinar on behalf of the American Bar Association entitled, "Surprise Government Interviews".

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October 2014: Served as a panelist on behalf of the Shipman Goodwin Data Privacy & Cyber Security Summit discussing data privacy and international investigations.

September 2014: Panel presentation entitled "Surprise Government Interviews" at the American Bar Association, Business Law Section Annual Meeting.

April 2014: Provided a presentation at the Institute of Internal Auditors Puget Sound Chapter Spring Conference entitled, "Preparing a Case for Effective Prosecution".

February 2014: Delivered a webinar on behalf of Fraud Resource Net entitled, "Fraud in Not-for-Profit Organizations: Detection and Prevention Best Practices".

November 2013: Provided two presentations at the AICPA Forensic and Valuation Services conference entitled as follows: "Advanced Interviewing Techniques: Interrogating Fraud Suspects"; and "Modern Day Asset Tracing".

October 2013: Served as a panelist at a regional meeting of the American Accounting Association to discuss Forensic Accounting Critical Competencies.

May 2013: Provided two presentations at the Fraud and Forensic Accounting Education Conference in Atlanta, Georgia entitled as follows: "Non-profit and Charity Fraud"; and "Preparing a Case for Effective Prosecution".

February 2013: Delivered a presentation on behalf of Securities Docket entitled, "Preparing an Internal Investigation for Effective Prosecution".

November 2012: Provided a presentation at the AICPA Forensic Accounting conference entitled, "Preparing a Case for Effective Prosecution".

October 2012: Served as a panelist at an AICPA webcast in a presentation entitled, "Trends in Investment Fraud – The Inside Story from the FBI's Financial Intelligence Center".

October 2012: Delivered a webinar on behalf of AuditNet entitled, "When Law Enforcement Comes Knocking".

September 2011:

- Provided a presentation at the AICPA Forensic Accounting Conference entitled, "Forensic Accounting: 2011 Hot Topics and Trends"
- Presented at the AICPA Forensic Accounting Conference, Chicago, IL on Procurement/T&E/P-Card Fraud.

August 2011: Presented a webinar to Audit Net on locating hidden assets in fraud cases.

April 2011: Presented at the FBI Academy, Quantico, VA for the Forensic Accountants Core Training Session on Emerging Trends/Issues in Forensic Accounting Investigations.

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February 2011: Gave a presentation on the attributes of leading Global Security Departments at the Pfizer Americas Region Global Security Department meeting in Cancun, Mexico.

September 2010: Gave a presentation entitled "Real Estate/Construction Fraud" at the AICPA Forensic Accounting Conference, Boston, MA.

August 2010: Delivered a webinar on "Procurement Fraud" for the White Collar Crime Fighter Magazine.

May 2010: Gave a presentation at the Practicing Law Institute entitled "Fraud, Regulatory Focus and the 'Dark Side' of Performance Management, New York, NY.

March 2010: Gave a presentation entitled "Fraud and Misconduct Investigations" at the Advancing Government Accountability Conference, Albany, NY.

January 2010: Gave a presentation on the FCPA to a Fortune 100 Industrial client, Hartford, CT.

December 2009: Gave a client webinar presentation on the Foreign Corrupt Practices Act, New York, NY.

September 2009: Gave a presentation entitled "21st Century Ponzi Schemes" at the AICPA Forensic Accounting Conference, Orlando, FL.

August 2009: Gave a presentation entitled "Conducting Investigations in the Private Sector" at the FBI Forensic Accountant 2009 National Conference, Seattle, WA.

July 2009: Participated in a panel discussion on the SIGTARP in a joint KPMG and Willkie Farr & Gallagher LLP seminar, New York, NY.

May 2009: Gave a presentation entitled "Ponzi's, Pyramids and Pipe Dreams" at the Center for Financial Forensics and Information Security, Western Connecticut State University, Waterbury, CT.

May 2009: Gave a presentation entitled "Intellectual property in Jeopardy" at the Connecticut Society of CPA's Governmental Accounting and Auditing Conference, Southington, CT.

March 2009: Gave a presentation entitled "Darkside of the Internet" at Northeast Utilities, Berlin, CT.

March 2009: Gave a presentation entitled "FACTA Red Flags for Utilities" at the Society of Corporate Compliance and Ethics Conference for Utilities, Houston, TX.

January 2009: Gave a presentation on fraud risks to a Global Controllers meeting at a Fortune 100 Industrial client in Farmington, CT.

January 2009: Gave a webinar on "FACTA Compliance: Identity Theft Red Flags and Address Discrepancies", to the Southeast Energy Exchange.

JPD FORENSIC ACCOUNTING LLC
JOSEPH P. DOOLEY, CPA, CFF, CFE

August 2008: Gave a webinar on "Detecting and Responding to 'Red Flags' of Identity Theft in the Energy and Utilities Market" for the KPMG Global Energy Institute.

June 2008: Gave a webinar entitled "New FACTA Regulations Require Identity theft Red Flag Programs" for the Massachusetts Bankers Association.

May 2008: Gave presentation entitled "Data Privacy/Data Security Issues for CPA's" for the Connecticut Society of CPA's Governmental Accounting and Auditing Conference, Southington, CT.

May 2008: Gave a presentation entitled "Asset Tracing" at the AICPA/American Association of Matrimonial Lawyers conference, Las Vegas, NV.

April 2008: Gave a webinar entitled "FACTA Red Flags Identity Theft Regulations" on behalf of Ethics Point.

February 2008: Participated on a panel discussion entitled "Surprise Government Interviews" for the Association of Corporate Counsel, New York, NY.

October 2007: Participated on a panel discussion at the International Anti-Counterfeiting Coalition Autumn Conference, Washington, DC.

September 2007: Gave a presentation entitled "Office of Foreign Assets Control" at the AICPA Forensic Accounting Conference, San Diego, CA.

December 2006: Gave a presentation entitled "How CPA's can help their Clients Combat Money Laundering" at the Foundation for Accounting Education Anti-Money laundering and Counter Terrorist Financing Conference.

July 2006- Gave a presentation entitled "Intellectual Property in Jeopardy" for the Association of Certified Fraud Examiners, Las Vegas, NV.

1990-2005: Provided over a hundred presentations on fraud schemes, investigations, and cybercrimes to FBI Agents, foreign law enforcement personnel, forensic accountants, internal auditors and community groups throughout the United States, at the International Law Enforcement Academies in Budapest and Bangkok and in-country training at former Soviet Bloc countries as part of a US State Department initiative.

LICENSE / CERTIFICATIONS

Certified Public Accountant (CPA) [active in NY & CT]
American Institute of Certified Public Accountants
1982-present

Certified in Financial Forensics (CFF)
American Institute of Certified Public Accountants
2008-present

Certified Fraud Examiner (CFE)
Association of Certified Fraud Examiners
2003-present

JPD FORENSIC ACCOUNTING LLC
JOSEPH P. DOOLEY, CPA, CFF, CFE

Certified Information Technology Professional (CITP)

American Institute of Certified Public Accountants
2004-2013

Certified Information Privacy Professional (CIPP)

International Association of Privacy Professionals
2008-2015

PROFESSIONAL AFFILIATIONS

- Member, American Institute of Certified Public Accountants (1982-present)
 - Forensic Valuation Conference Committee (2011-2013)
 - Forensic Accounting Conference Committee (2002-2011)
 - Information Technology Executive Committee (2008-2010)
 - CFF Credential Committee (2010-2013)
- Member, Association of Certified Fraud Examiners (2003-present)
- Member, International Association of Privacy Professionals (2008-2015)
- Member, InfraGard Connecticut Members Alliance (2001-present)
 - Secretary, 2007-2008
 - Treasurer, 2008-2013
- Member, High Technology Crime Investigation Association (2004-2010)
 - First President of CT Chapter
- Member, International Police Association (2005-present)

EXHIBIT E

Matthew D. Ferrante

Aurora Information Security & Risk™

www.AuroraSecurity.com

info@aurorasecurity.com

+1 (800) 470-0988 [United States] +44 207 979 7721 [Europe] +57 1 325 1170 [South America]

Summary

Former US Secret Service Special Agent w/Global Enterprise Security Expertise

Extensive background in physical and electronic security, risk management, critical infrastructure protection, high-tech investigations, business intelligence and legal support. Former Above Top Secret Clearances

Areas of Expertise

- Information Security, Compliance, Records Management, e-Crime, Incident Response & Risk Management
- Critical Infrastructure Protection (Information Security & Physical)
- Executive Protection (U.S. Presidential & Foreign Dignitaries)
- Testified in United States Federal Court as a Cyber Crime & Forensic Expert (Multiple Districts)

Lifetime Achievements & Recognition

Founder & First Director of Barclays CFI/e-Discovery

World Class High-Tech Investigations, e-Discovery, Cyber Forensics & Intelligence Team

*Architect for a Global State-Of-The-Art Information Security Operations Center
Headquartered in London, UK*

Developer of the Aurora CyFER™ System w/Aurora 360™ Technology

Scalable 3-dimensional analysis, 'checks and balances', evidence integrity and cost avoidance to address virtually all global civil, criminal and fact finding investigations

Inventor of the First Network Title III

*Sophisticated Covert Computer Network Wiretap
Successfully designed & executed the first covert computer network wiretap on an encrypted vpn for the U.S. federal government*

USA Patriot Act (Public Law 107-56)

*Instrumental in securing the United States Secret Service as an authority in protecting financial & corporate institutions from physical & electronic threats,
creating electronic crimes task forces and investigating e-crime committed internationally by terrorists and criminal organizations*

Operation Firewall & Operation Get Rich or Die Trying

*The First Successful "Take Down" of a Highly Complex & Structured Cyber Organized Criminal Enterprise
Threatening National Government and Global Corporate Institutions. Proactively & successfully mitigated massive corporate data breaches*

One of the Highest Decorated US Secret Service Special Agents

Active maintenance of high ethical standards in order to maintain US security clearances with routine federal background checks

United States Secret Service Valor Award

*"Reflecting the Highest Standards of Bravery by an Individual Agent"
Received for Actions & Injuries in Defending the United States of America on 09/11/2001*

United States Secret Service Director's Citation

*"In Honor and Recognition of the Gallantry Exhibited by an Individual Agent and the days thereafter in the face of loss colleagues,
the destruction of the NY Field Office and the Devastation of New York"*

President Bush White House Memo

Recognizing the Actions of the Agents of the New York Office

United States Congress H.Res 384 – 107th Session of Congress

*Recognizing and Honoring the Men & Women of the New York Field Office
for their work on 09/11/2001 and their continuing effort to Secure our Country*

United States Department of Justice

"Certificate of Appreciation with gratitude for your invaluable expertise and Assistance to the Criminal Division"

Top Electronic Crimes Special Agent (2005-2006)

Received Highest US Secret Service Computer Forensic Agent Award

MasterCard® International

Certificate of Appreciation for your continued support and outstanding efforts to MasterCard International and the Payment Card Industry

2012 Mercy College Honors Societies Keynote Speaker

Certificate of Recognition Awarded for Outstanding Accomplishments

2012 Security Zone Keynote Speaker

Largest Security Conference in Latin America

Private
Sector

AURORA INFORMATION SECURITY & RISK, LLC

Founder

New York City, USA & London, United Kingdom

Matthew is the founder of Aurora Information Security & Risk™, where he leads its North American operations and heads Aurora CFI/e-Discovery™. Prior to Aurora, Matthew was with Barclays Bank in London, where he founded Barclays CFI/e-Discovery and was its first director. Before Barclays, Matthew was a Special Agent with the United States Secret Service. He has served on President Clinton's protection detail, US Critical Infrastructure, and several successful high profile, high-tech investigation operations. Matthew has an extensive background in physical and network infrastructure protection, with specialties in global enterprise class environments, protective intelligence, threat assessments, international organized crime, e-crime, forensics, breach investigations, extreme hacking, data leakage, fraud, employee misconduct, cyber stalking, and asset identification. He has successfully testified in US Federal Courts and is considered by federal districts as an expert in his field. Matthew was educated at the United States Secret Service Academy, Federal Law Enforcement Training Center, Electronic Crimes Special Agent Program, and Mercy College for Criminal Justice. Now based in New York City, he is a US citizen.

BARCLAYS PLC [Located in 57 Different Countries]

Founder and 1st Director of Barclays CFI/e-Discovery

Headquartered in London, United Kingdom

Responsible for global leadership strategy, vision, personnel, budgets & metrics for legal support, high-tech investigations, e-crime, critical infrastructure protection, business continuity support, US/UK government liaison, intelligence analytics, incident response support, public relations risks and records management controls. Achieved Barclays Return On Investment (ROI) in as little as 3 cases.

- ◊ 2012 £30 Million+ in cost savings to date cited in the Libor investigation case for Barclays CFI handling.
- ◊ Comprehensive design of people, processes, and technology for a top tier high-tech investigation and legal support unit to support all global criminal, civil, regulatory and fact finding investigations.
- ◊ Sev 1 & 2 IR, business continuity, information security, cybercrime, compliance, e-Discovery, cyber forensics, litigation holds, records management & ESI (Electronically Stored Information).
- ◊ Lead advisor for c-class executives & Head Legal Counsel on all sensitive e-investigatory matters.
- ◊ Barclays CFI/e-Discovery has conducted over 853 international cases to date.
- ◊ Featured w/Senior Leadership Team in CIO Digest (October 2008).
- ◊ Development of first UK Electronic Crimes Task Force with SOCA & Met Police.
- ◊ Instituted Rapid Deployment CFI Teams for global incident response Support.
- ◊ PCI DSS, SOX, data privacy, ACPO Guidelines, Federal Rules of Evidence, Turnbull
- ◊ Responsible for policy and escalation in a highly complex global network environment w/over 176,000 e-users & nodes in often rare geographic locations.
- ◊ Sets & approves banking policies, standards & procedures around electronic data security & risk
- ◊ e-Discovery Services: e-Document identification, collection, de-duplication, processing, redaction, litigation tagging, concept analysis & litigation holds.
- ◊ Management of major international e-Discovery projects with hundreds of custodians and several terabytes of unstructured data scattered throughout a highly complex global environment.
- ◊ Enterprise level targeted secure data destruction.
- ◊ Corporate restitution & vendor due diligence

SAMPLE LEADING INTERNATIONAL CASES

- ◊ **Global e-Discovery:** Undertaken one of the world's largest international e-Discovery cases.
- ◊ **Dubai, UAE/USA:** Proactively identified & disrupted high-profile organized cyber threats against the bank, mitigation of massive data leakage and major public relations risks. (Operation Get Rich or Die Trying)
- ◊ **Moscow, Russia:** identified core evidence & hacker obtaining unauthorized access to critical systems.
- ◊ **Shanghai, China:** identification of critical evidence to support major global civil litigation for IP theft.
- ◊ **Singapore:** identification of data theft by Chinese national.
- ◊ **Africa:** Investigation & disruption of coordinated internal/external fraud ring.
- ◊ **Italy:** Key legal consultant to identify confidential data leakage while ensuring strict data privacy adherence
- ◊ **Euronet Link:** Sophisticated covert forensic imaging of data in motion and static data for live core business systems and firewalls involved in breach investigation. Customers and business suffered no disruptions or loss of services while successfully obtaining key evidence for critical decision making.
- ◊ **Portugal:** Identification of globally well-known 3rd party vendor involved in gross misconduct. Successfully recovered significant undisclosed restitution for damages and loss of businesses productivity.

KROLL ONTRACK**STS (Senior Technology Specialist)**

Major Investigations & Project Management, located in New York City

- ◊ Designed, deployed & managed NYC Kroll Ontrack's STS forensic lab.
- ◊ Consults directly with c-class executives on several diverse corporate issues.
- ◊ Development of effective security strategies for organizations.
- ◊ High-tech investigation lead, scoping & budget allocation.
- ◊ Global enterprises with focus on financial, retail & pharmaceutical industries.
- ◊ Vulnerability assessments & business continuity planning.
- ◊ Corporate & executive risk management consulting.

Federal
Government

UNITED STATES SECRET SERVICE**Special Agent, ECSAP (Electronic Crimes Special Agent Program)**

- ◊ Expertise in critical infrastructure protection, especially information security, cybercrime, international credit card fraud investigations, counterfeit instruments, online surveillance & counter surveillance. Strategic Electronic Crimes Special Agent for Operation Firewall which evolved into Operation Get Rich or Die Trying.

In the wake of complete destruction of the New York Field Office:

- ◊ Manage design, construction, & security of New York Field Office network infrastructure proceeding 09/11/2001.
- ◊ Identification of secure relocation site for NYFO Agents & staff following 09/11/2001 to ensure proper business continuity.
- ◊ Enhanced working relationships & technology with the business community to combat terrorism.

New York & New Jersey Electronic Crimes Task Force

- ◊ Network Intrusions, Online Organized Crime, Terrorism, Money Laundering, e-Currency & Fraud Investigations
- ◊ Identification of major security breaches & proactive prevention of data leaks in several global corporate institutions.
- ◊ Exclusive and extensive training in physical and electronic infrastructure protection.
- ◊ Developed operations, security & evidence controls for the USSS NY/NJ ECSAP forensic labs
- ◊ Responsible for establishing process & procedures for evidence handling for major field offices.
- ◊ Designed, created & managed government networks for critical government operations.
- ◊ Managed sophisticated under cover networks & high tech / high profile investigations to combat & mitigate cybercrime.
- ◊ Successfully pioneered new methods of encryption cracking techniques.
- ◊ US Secret Service high-tech security advisor to the NJ Department of Consumer Affairs.
- ◊ Developed forensic labs from the ground up, management of personnel & budgets.
- ◊ Successful apprehension and conviction of several high profile hackers with unauthorized access to sensitive information
- ◊ Saved the telecommunications industry several millions through 'digital fingerprinting' and securing enhanced sentencing. (United States v. Maaraki, 328 F.3d73 (2d. Cir. 2003)
- ◊ Worked directly with private sector on the practical application of security technology in order to protect corporate assets.
- ◊ Reengineered corporate products for government operations, ensuring legal guidelines and boundaries are adhered too.
- ◊ Dismantled long standing international telecommunications crime ring centered in New York City.
- ◊ Developed & negotiated working relationships between law enforcement and the private sector by "bridging the gap"; identifying and securing what matters most to ensure both the public & private interests are realized.
- ◊ Ground breaking investigation and apprehension of high-tech organized crime group yielding over 52 arrests globally.
- ◊ Seized several illegal websites operating in the "shadows" & apprehension of "phishing" scammers.
- ◊ Identity Theft Prevention, Identification & Apprehension.
- ◊ Money laundering, credit card fraud, asset forfeiture & digital currencies.
- ◊ Pioneered & proven new investigative techniques to seize high value portable assets.
- ◊ Highest record for most successfully completed computer forensic examinations / investigations in the US Secret Service.
- ◊ Member of the New York Electronic Crimes Task Force.

Executive
Protection
&
Foreign
Dignitary
Protection

PRESIDENT WILLIAM JEFFERSON CLINTON DETAIL & CAMPAIGN

- ◊ Management of Complex Security Systems & Network Infrastructure for Clinton Operations.
- ◊ Clinton Ops Advisor for Applied Technologies.
- ◊ Successful design & management of site security and operations for President Clinton & Hillary Clinton. Rallies were often highly visible public events with high volumes of attendees & risks on very limited notice.
- ◊ Global Threat Assessments, Analysis and Report Writing.
- ◊ United Nations General Assembly
- ◊ Several High Level Foreign Protection Leads
- ◊ Protective Intelligence Operations

EDUCATION

ECSP (Electronic Crimes Special Agent Program) Glynco, GA	2001
United States Treasury Computer Forensic Training Program Glynco, GA	2001
US Secret Service / James J. Rowley Training Center Beltsville, MD	2000
FLETC (Federal Law Enforcement Training Center) Glynco, GA	2000
MCSE (Microsoft Certified Systems Engineer Program) Skidmore College - White Plains, NY	1999
BS in Criminal Justice (3.9 GPA) Mercy College - Dobbs Ferry, NY	1997
Associates in Applied Science – Computer Information Systems Westchester Community College - Valhalla, NY	1995
1st Degree Black Belt / Assistant Instructor (Karate, Boxing, Grappling, MMA) Tiger Schulmann's Karate – Yonkers, NY	1993

SUMMARY SPECIALIZED TRAINING

US Secret Service Supervisor Course	Critical Infrastructure Protection
International Banking Systems & Technology	SOX Compliance & Turnbull
EU Data Privacy & Data Leakage	Price Fixing & Dawn Raids
Explosives, Chemical & Biological Weapons	Linux / Unix Systems
Asset Forfeiture & Money Laundering	Law & Investigations
Special Investigations Interviewing	Conventional & High-Tech Surveillance
Attenex	Clearwell
Autonomy	e-Discovery Enterprise
Nuix	dtSearch
Certified Computer Forensic Trainer	Extreme Hacking
A.C.E. (AccessData Certified Examiner)	FTK 1.85, 2+, 3+, 4+
Advanced Internet Investigations	Advanced Malware
Advanced Network Intrusion Investigations	SCADA Systems
Cisco Router & Firewall Configurations	Advanced Forensic Boot Camp
Steganography (Detection & Analysis)	Windows Registry Forensic Training
Guidance Software - Encase 3, 4, 5, 6, 7+	Network Essentials
Windows XP Forensics	Internet Information Server
Paraben (Handheld Forensics)	Supporting NT Server Enterprise
Linux Forensics	Supporting NT Core Technologies
FreeBSD	Creating and Managing a Web Server
A+ Certification	Internetworking TCP/IP
Systems Management Server 1.2 and 2.0	Administering Microsoft Windows NT 4.0
Troubleshooting, Maintaining and Upgrading PCs	HTML Programming
VPN Networking	IBM "286" Systems – SAN Networks
Fiber Optic, Layout, Splicing & Polishing	Coaxial & Cat 6 (Gigabit Ethernet)
Windows for Workgroups - Windows Server 2008	Intella

EXHIBIT F

BRYAN A. GARNER

Tel.: (214) 691-8588 Fax: (214) 691-9294
bgarner@lawprose.org

- Employment** President, LawProse Inc.; Dallas, Texas; Dec. 1990–present
Speaker in more than 3,000 public & private CLE programs since January 1991;
consultant on legal-writing & -drafting projects (briefs, corporate documents, etc.);
frequent expert witness on legal linguistics
Distinguished Research Professor of Law, Southern Methodist University
(teaching since 1990, current title since 2009)
Lecturer in Law, University of Texas School of Law, 2015–present
Lecturer in Law, Texas Tech University School of Law, 2014, 2016
Lecturer in Law, Texas A&M School of Law, 2017
Visiting Associate Professor of Law, University of Texas at Austin, 1988–1990
Associate at Carrington, Coleman, Sloman & Blumenthal, Dallas, 1985–1988;
Hiring Committee, 1987–1988
Law clerk to Judge Thomas M. Reavley, Fifth Circuit, 1984–1985
- Author** *Garner's Modern English Usage* (Oxford Univ. Press, 2016)
The Chicago Guide to Grammar, Usage, and Punctuation (Univ. of Chicago Press, 2016)
Garner's Dictionary of Legal Usage (Oxford Univ. Press, 3d ed. 2011; 2d ed. 1995; 1st ed. 1987)
(foreword by Judge Thomas M. Reavley)
Making Your Case: The Art of Persuading Judges (West, 2008) (coauthored with Justice Antonin Scalia)
Reading Law: The Interpretation of Legal Texts (West, 2012) (coauthored with Justice Antonin Scalia)
The Law of Judicial Precedent (Thomson Reuters, 2016) (coauthored with 12 appellate judges)
(foreword by Justice Stephen Breyer)
Garner on Language and Writing (ABA, 2009) (foreword by Justice Ruth Bader Ginsburg)
The Winning Brief (Oxford Univ. Press, 3d ed. 2014; 2d ed. 2004; 1st ed. 1999)
The Winning Oral Argument (West, 2009)
Legal Writing in Plain English (Univ. of Chicago Press, 2d ed. 2013; 1st ed. 2001)
The Elements of Legal Style (Oxford Univ. Press, 2d ed. 2002; 1st ed. 1991)
(foreword by Charles Alan Wright)
The Redbook: A Manual on Legal Style (West, 3d ed. 2013; 2d ed. 2006; 1st ed. 2002)
Guidelines for Drafting and Editing Legislation (RosePen, 2016)
(under the auspices of the Uniform Law Commission) (foreword by Judge Harriet Lansing)
Ethical Communications for Lawyers (LawProse, 2009)
Securities Disclosure in Plain English (CCH, 1999)
HBR Guide to Better Business Writing (Harvard Business Review, 2013)
The Rules of Golf in Plain English (Univ. of Chicago Press, 4th ed. 2016; 3d ed. 2013; 2d ed. 2008;
1st ed. 2004) (coauthored with Jeffrey Kuhn)
Garner's Modern American Usage (Oxford Univ. Press, 3d ed. 2009; 2d ed. 2003; 1st ed. 1998)
(abridged as *The Oxford Dictionary of American Usage and Style* (2000))
Quack This Way: David Foster Wallace and Bryan A. Garner Talk Language and Writing
(RosePen, 2013)
- Chief Editor** *Black's Law Dictionary* (Thomson-Reuters & West, 10th ed. 2014; 9th ed. 2009; 8th ed. 2004;
7th ed. 1999; and all pocket & abridged eds. since 1995)
A New Miscellany-at-Law, by Sir Robert Megarry, retired Vice Chancellor of
England & Wales (2005) (completed & edited the book for 96-year-old friend
who could no longer read)
Texas, Our Texas: Remembrances of the University (Eakin Press, 1984)
- Professional Activities** Drafting consultant to:
 - Standing Committee on Rules of Practice and Procedure, Judicial Conference of the United States (restyled amendments to federal rules, including complete rewrites of the Civil Rules, Appellate Rules, and Criminal Rules), 1992–1999, 2015–present
 - Judicial Conference of the United States (restyled the Rules for Judicial-Conduct and Judicial-Disability Proceedings), 2007–2008

Professional Activities	<p>Drafting consultant to:</p> <ul style="list-style-type: none"> • United States Court of Appeals for the Tenth Circuit (restyled local rules), 1998 • United States Court of Appeals for the Eleventh Circuit (restyled criminal & civil jury instructions), 2008–2013 • Supreme Court of Delaware (restyled Delaware civil & criminal jury charges), 1996–2003 • Supreme Court of Texas (restyled Texas Rules of Appellate Procedure), 1995–1996 • California Judicial Council (restyled California Rules of Appellate Procedure and Judicial Council Rules), 1997–2000 • California State Bar Court (restyled procedural rules for lawyer discipline), 2009–2010 • California Political Reform Commission (revising the California Political Reform Act in plain English), 2016 <p>Board of directors, Center for American and International Law (Plano, Texas), 2015–present</p> <p>Board of directors, Texas Law Review Association, 2000–2009</p> <p>Editorial advisory boards:</p> <ul style="list-style-type: none"> • <i>The Chicago Manual of Style</i> (15th ed. 2003—and author of chapter 5) • <i>The Green Bag</i> (journal), 2004–present <p>Columnist, “Garner on Words,” <i>ABA Journal</i>, Aug. 2012–present</p> <p>Founding editor, <i>The Scribes Journal of Legal Writing</i> (editor in chief 1990–2000)</p> <p>President, American Society of Legal Writers (Scribes), 1997–1999 (board member, 1991–present)</p> <p>Life member, American Law Institute (member since 1992);</p> <p>lead reviser, Special Committee on Bylaws and Council Rules, 1993–1994</p> <p>Chair, Plain-Language Committee, State Bar of Texas, 1989–1995</p> <p>Consultant to the Oxford Dictionary Department, Oxford, England, on various dictionaries including the <i>Oxford English Dictionary</i>, 1988–present</p> <p>Life fellow, Texas Bar Foundation</p> <p>Member, Philosophical Society of Texas, 1993–present</p> <p>Visiting scholar: University of Salzburg, June 1995, July 1998; University of Glasgow, July 1996; University of Cambridge, Wolfson College, July 1997</p>
Awards	<p>2015 Exemplary Legal Writing Award, <i>Green Bag Almanac</i>, for <i>Black’s Law Dictionary</i> (10th ed.)</p> <p>2015 Bernie Siegan Award, Federalist Society, San Diego Chapter</p> <p>2011 Canyon High School Hall of Fame (Canyon, Texas)</p> <p>2010 Burton Award: Legal-Writing and Reference-Book Author of the Decade (Washington, D.C., presented at the Library of Congress)</p> <p>2010 Benjamin Franklin Book Award, Independent Book Publishers Association (for <i>Garner on Language and Writing</i>, 2009)</p> <p>2009 Burton Award: Outstanding Book in Law (Washington, D.C.) (for <i>Making Your Case: The Art of Persuading Judges</i>, coauthored with Justice Antonin Scalia)</p> <p>2005 Lifetime Achievement Award, Center for Plain Language (Washington, D.C.)</p> <p>2000 Scribes Book Award for Research and Writing (for <i>Black’s Law Dictionary</i>, 7th ed.)</p> <p>1998 Outstanding Young Texas Ex Award</p> <p>1997 Clarity Award for Clear Legal Writing, State Bar of Michigan (for role as principal stylistic reviser of the Federal Rules of Appellate Procedure)</p> <p>1994 Henry C. Lind Award, Association of Reporters of Judicial Decisions (for significant contributions to the improved reporting of American judicial decisions)</p>
Education	<p>B.A., 1980, University of Texas at Austin</p> <p>Phi Beta Kappa; Special Honors in Plan II</p> <p>J.D., 1984, University of Texas at Austin</p> <p><i>Texas Law Review</i>, associate editor, 1983–1984; Friar Society, Abbot, 1983–1984</p> <p>Honorary degrees: LL.D., Stetson University College of Law, Gulfport, Florida, 2010</p> <p>LL.D., Thomas M. Cooley Law School, Lansing, Michigan, 2000</p> <p>LL.D., University of LaVerne, Ontario, California, 2007</p>
Clubs	<p>Century Association (N.Y.), Grolier (N.Y.), Johnsonians (N.Y.), Cosmos (Washington, D.C.), Bent Tree (Dallas)</p>

EXHIBIT G

GAYLE R. KLEIN

McKool Smith, P.C., One Bryant Park, 47th Floor, NY, NY 10010

Shareholder in a firm that *The Wall Street Journal* called “one of the biggest law-firm success stories in the past decade.” Previously, the youngest woman elected litigation partner at Weil, Gotshal & Manges LLP. Substantial experience in securities, commercial, class action, intellectual property, and employment litigation. Licensed to practice law in New York, California and Texas.

EMPLOYMENT

McKool Smith PC, June 2008 – present. *Shareholder (Partner)*, New York Office.

- Trial practice representing both plaintiffs and defendants in complex cases, including securities, commercial, intellectual property, and class action litigation. Co-leader of the firm’s 40-lawyer financial litigation practice.
- Current docket largely focuses on representing investors and trustees in disputes with financial institutions and other parties concerning underperforming or failed investments.
- Trials while at McKool Smith include a several hundred million dollar real estate ownership case and patent infringement.
- First commercial litigation shareholder (equity partner) hired for the New York office. Responsibilities have included building the financial litigation practice, ethics counseling, firm-wide human resources issues, recruiting, and associate workload.
- Co-founded the Women’s Leadership Development Forum, a program devoted to developing leadership skills and promoting McKool Smith’s female attorneys.

Weil, Gotshal & Manges, LLP, March 2000 – June 2008. *Litigation Partner* (2005–2008).

- Member of the commercial litigation, employment litigation, and intellectual property litigation practice groups, with experience in securities litigation. Practiced in Dallas (2000-2005); Silicon Valley (2005-2007) and New York (2007-2008).

Locke Lord LLP (f/k/a Locke Purnell Rain Harrell P.C.), September 1996 – March 2000. *Litigation Associate*. Dallas, Texas. Practiced commercial and employment litigation.

EDUCATION

The University of Texas School of Law, Austin, Texas, May 1996. *J.D. with Honors*. Friar Society (selection based on making a “significant contribution” to the University); President of the Student Senate; Women’s Intercollegiate Athletics Council; Chancellor’s Student Advisory Board.

The University of Texas, Austin, Texas, May 1993. *B.S. in Advertising with High Honors, Special Advertising Honors, Senior Fellow*. Graduated #1 in Advertising Department; Robert & Virginia Pulver Scholarship in Advertising; Dean’s List; Student Government Financial Director (Treasurer).

ADMISSIONS

STATE: Texas; New York; California.

UNITED STATES DISTRICT COURT: Southern and Eastern Districts of New York; Northern, Southern, Eastern and Western Districts of Texas; Northern, Central and Southern Districts of California.

UNITED STATES COURTS OF APPEALS: Second Circuit; Ninth Circuit.

LEGAL AWARDS AND RECOGNITION

Co-leader of the firm's Financial Litigation Practice, which is recognized in New York in the 2017 edition of *Chambers USA* for Institutional Plaintiff Securities Litigation and ranked "Tier 1" both nationally and in New York City by U.S. News – Best Lawyers in *Best Law Firms* (2014-2016).

Recognized for commercial litigation in New York by *Chambers USA* (2016-2017).

Recognized as one of the "Top 250 Women in Litigation" by *Benchmark Litigation* (2016-2017).

Ranked as a New York "Litigation Star" by *Benchmark Litigation* (2015-2017).

Named among the "500 Best Lawyers in the United States" by *Lawdragon* (2013-2016).

Profiled by *Lawdragon* in its 2016 annual magazine. <http://www.lawdragon.com/2016/12/18/lawyer-limelight-gayle-klein/>

Named a Fellow of the Litigation Counsel of America (2016).

Listed in Super Lawyers for *Business Litigation* (2012-2016).

Profiled in *Securities Law360* (May 2013) and *Chambers USA* "Women in Law" (2012).

Awarded "Law Firm of the Year" for 2010 and 2013 by Lennox International.

SPEAKING ENGAGEMENTS

"Trade Secrets: What In-House Counsel Need to Know," Benchmark Litigation Women in Litigation Forum, Palo Alto, California, June 2017.

"Smashing the Glass Ceiling," Benchmark Litigation Women in Litigation Forum, New York, New York, September 2015.

"Pretrial Practice," PLI's "Bridge the Gap" Seminar, New York, New York, January 2013.

"Evaluating When Settlement is Your Best Option," ACI's Litigating and Resolving Advertising Disputes, New York, New York, June 2012.

"The Ethics of Social Networking," City Bar Center for CLE Social Networking and Data Security, New York, New York, June 2011 and June 2010

LEADERSHIP ACTIVITIES

MADISON SQUARE PARK CONSERVANCY, September 2007 – present. *Trustee and member of the Executive Committee.* Member-at-large of the six-person executive committee of the public-private partnership responsible for management and oversight of one of New York City's most historic parks, which raises approximately 99% of its \$4 million annual operating budget. Notable accomplishments include leading successful four-year effort to re-route two lines of MTA buses to no longer "stage" on the north side of the park; worked with the MTA, DOT, City Council Speaker's office, and NYPD.

CONDOMINIUM ASSOCIATION BOARD OF MANAGERS, September 2008 – present. *Past-President and current member of Board of Managers.* First Unit Owner member elected to Board of Managers in residential condominium converted by a Sponsor. During four years as President, recruited board members with diverse skills and led management of the building, including hiring new managing agent and permanent staff, implemented standards of staff conduct, established a five-year capital improvement plan, implemented a zero-based annual budgeting plan, and established financial reserves.

EXHIBIT H

RONALD C. MINKOFF

Business Address:

Frankfurt Kurnit
Klein & Selz, P.C.
488 Madison Avenue
New York, New York 10022
(212) 705-4837

Home Address:



BAR ADMISSIONS:

Admitted: State of New York February 1981; Second Circuit Court of Appeals; Southern District of New York; Eastern District of New York; District of Connecticut.

EDUCATION:

Columbia University School of Law - J.D. 1980;
Honors: Harlan Fiske Stone Scholar: 1977-78, 1978-79.
Editor, Environmental Law Review.

Vassar College - B.A. 1977 (Political Science);
Honors: Phi Beta Kappa, Honors Senior Thesis.

LEGAL EXPERIENCE:

Frankfurt Kurnit Klein & Selz, P.C. – Shareholder/Director, January 1, 2002 to Present – member of 80-lawyer firm, with N.Y. and L.A. offices – responsible for all aspects of civil litigation, including cases involving professional responsibility issues, partnership disputes, professional malpractice, commercial disputes (international and domestic), securities and commodities law, professional discipline, regulatory and white collar criminal defense, loan workouts, municipal liability, civil rights, and intellectual property disputes; conduct trials, arbitrations and depositions; argue appeals; manage own caseload for corporate and individual clients. General Counsel: 2010-present; Member, Policy Committee: 2010-14.

Beldock Levine & Hoffman, LLP - Partner, 1994 to December 31, 2001 - partner in 22 attorney firm – Responsible for all aspects of state and federal civil and criminal litigation, as well as administrative and disciplinary proceedings.

Fennell & Minkoff - Partner, 1987-1993 - Responsible for all aspects of state and federal civil and criminal litigation, as well as administrative and disciplinary proceedings.

Owen & Fennell - Associate, 1985-1987 - Handled on own, and assisted partners in handling, state and federal civil and criminal litigation; conducted trials, depositions and other

pre-trial proceedings; prepared and argued motions; prepared pre-trial orders, trial memoranda and jury instructions.

Obermaier, Morvillo & Abramowitz, P.C. - Associate, 1983-1985 - Assisted partners in state and federal civil and criminal litigation, including matters involving white collar criminal defense, employment discrimination, bankruptcy, professional discipline, securities law, and partnership law.

Nassau County Legal Aid Society - Staff Attorney, 1980-1983 - Handled all aspects of criminal cases, including arraignments, discovery, motion practice, trials and appeals.

TEACHING POSITIONS:

Adjunct Professor of Professional Responsibility, Brooklyn Law School, 1998 to 2008.

Adjunct Professor of Professional Responsibility, Fordham University School of Law, Spring 2009.

Adjunct Professor of Professional Responsibility, New York University School of Law, 2010-12.

Adjunct Professor of Professional Responsibility, Cardozo School of Law, Fall 2013.

PROFESSIONAL ASSOCIATIONS:

New York City Bar Association: Council on Judicial Advocacy, 2007-present (Chair, Subcommittee on Rules of Judicial Conduct; Subcommittee on Enforcing Court Orders); Committee on Professional Discipline, 1997-98, Committee Chair: 1998-2001, 2007-09; Committee on Professional Responsibility, 1994-97, 2004-2007, 2011-2012, 2015-present; Committee on Professional and Judicial Ethics, 1989-92, 2001-2004; Committee on Criminal Courts, 1986-89; Chair, Joint Sub-committee (with Committee on Governmental Ethics, Committee on Professional and Judicial Ethics and Council on Judicial Administration) on Model Code of Judicial Conduct, 2003-2007; Chair, Joint Sub-committee (with Committee on Governmental Ethics, Committee on Professional Responsibility and Committee on Professional and Judicial Ethics) on proposed New York Rules of Judicial Conduct, 2010-12.

Association of Professional Responsibility Lawyers, a national organization of attorneys whose practices emphasize professional responsibility law: Immediate Past President (2006-2007), President (2005-06); President Elect (2004-05); Secretary (2003-05); Treasurer (2002-03); Member of Executive Board (2001-07); Member, Joint Committee (with National Organization of Bar Council) on ABA Standards for Lawyer Sanctions (2009-present); Chair, Committee on Guantanamo Bay (2007-present); Chair, Committee on Model Code of Judicial Conduct (2004-2007); Member, Committee on Specialization (2014-present); Committee on Multijurisdictional Practice (2000-2003).

American Bar Association, Member, Policy Implementation Committee of Center for Professional Responsibility (2009-present), Member, Standing Committee on Professionalism

(2007-10); Member, Committee on Centennial of Canons of Professional Responsibility (2007-2008); APRL Liaison to Joint Committee on Lawyer Regulation, Center for Professional Responsibility Coordinating Council and CPR/SOC, July 2005 to October 2006; Member, Center for Professional Responsibility, Policy and Implementation Committee, 2007-Present; Member, Litigation Section.

Member, American Bar Foundation (2001-present).

New York State Bar Association, Member, House of Delegates (for New York City Bar Association, 2011-present; for New York County Lawyers' Association, 2017-present); Member, Committee on Law and Technology, 2017-present; Member, Committee on Standards of Attorney Conduct (COSAC), committee evaluating proposed changes to New York ethics rules, 2003-present; Member, President's Working Group on Future of the Legal Profession, 2015-present; Committee on Professional Discipline, 2006-present; Member, Task Force on Non-Lawyer Ownership, 2011-2013; Member, Committee on Model Code of Judicial Conduct (2008-present); Committee on Attorney Fee Regulation, 2003-2006; Federal Litigation Section, 1989-92, 2000-present; Committee on State Trial Practice, 1994-97.

New York County Lawyers' Association: Member, Board of Directors, 2017-present; Chair, Committee on Professionalism and Professional Discipline (2010-present); Member, Ethics Institute (2010-present).

Task Force on Commercial Litigation in the 21st Century, appointed by Chief Judge Lippman (2011-12).

Advisory Committee to Commercial Division, Supreme Court, New York County (2013-15).

PUBLICATIONS

Treatise:

THE NEW YORK RULES OF PROFESSIONAL CONDUCT (NYCLA Ethics Institute 2010), Author, Chapter on Rule 1.6, Confidentiality of Information.

Monthly Publications

Co-Managing Editor, THE NEW YORK LEGAL ETHICS REPORTER, monthly publication about New York legal ethics topics, co-published by Maurice A. Deane School of Law, Hofstra University, and Frankfurt Kurnit Klein & Selz, P.C.

For American Bar Association:

November 2009: Principal Author, "*Reviving a Tradition of Lawyer Service: Redefining Lawyer Professionalism in the 21st Century*," White Paper for Standing Committee on Professionalism, published in *The Professional Lawyer*, Nov. 2009 issue.

For New York City Bar Association Bar (Partial List):

May 2017: Co-author, Committee on Professional Responsibility Report on Common Interest Privilege.

April 2014: Co-author, *Amicus Curiae* brief in *In re Thelen* and *In re Coudert Bros.* (submitted by New York City Bar Association in conjunction with New York State Bar Association and New York County Lawyers Association).

June 2013: Principal author, ABCNY comments on ABA proposals on judicial campaign financing.

June 2010: Principal author, Report to NYSBA Commission on New York Code of Judicial Conduct regarding proposed new judicial code of ethics.

February 2005 – January 2007: Principal author, three reports to ABA Commission on Model Code of Judicial Conduct regarding Proposed Canons 1 through 4 of the Revised Model Code; presented the report before the ABA Commission at the ABA Convention in Salt Lake City, Utah.

November 2006: Co-author, *Amicus Curiae* Brief in *Muriel Siebert & Co. v. Intuit Inc.*

October 2000, Report of Committee on Professional Discipline regarding proposed substance abuse diversion program for attorneys charged with disciplinary violations.

October 1999 – co-author, Joint Report of Committees on Professional Discipline, Professional and Judicial Ethics and Professional Responsibility regarding ABCNY response to Ethics 2000 Proposals.

May 1998 -- co-author, Joint Report of Committees on Professional Responsibility and Professional Discipline, “A Suggestion For A More Equitable Retaining Lien.”

May 1997 -- co-author, Report of Committee on Professional Responsibility on Proposed Amendments to New York Sanctions Rule.

March 1997 -- principal author, Report of Committee on Professional Responsibility, “A Delicate Balance: Ethical Rules For Those Who Represent Incompetent Clients.”

For Association of Professional Responsibility Lawyers:

October 2004 –February 2007 – principal author, three APRL Reports to ABA Commission on Proposed Canons 1, 3 and 4 of the Model Code of Judicial Conduct, including APRL Report to ABA Commission on Model Code of Judicial Conduct on Proposed Canon 1 and “appearance of impropriety” standard; presented report before ABA Commission at ABA

Convention in Atlanta, Georgia. Presented APRL Position to ABA House of Delegates at ABA Mid-Year Meeting, Miami, Florida, February 2007.

For New York State Bar Association:

January 2016: Principal Author, NYSBA Comment on ABA Proposed Resolution 105, Regulatory Objectives.

July 2014: Report commenting on proposed Rule 1.6(b)(7), and proposed comments to Rules 1.6 and 1.10.

July 2013: Report commenting on proposed changes to Rule 7.4

December 2010: Principal Author, Proposed Comment to New York Rule 1.15.

May 2008: Co-Author, NYSBA Committee on Professional Discipline, Proposed Amendment to DR 9-102(g).

For New York County Lawyers Association:

June 2017: Co-Author, Report on Proposed Regulation of On-line Providers of Legal Documents.

October 2015: Principal Author, Comments to OCA Proposal on Temporary Practice Rule

June 2011: Principal Author, Comments to Report of NYSBA Task Force on Professionalism

Publications (Partial List):

April 2017: “How to Lose Your Legal Fees (Part III): Fee Disputes With Clients in Federal Court,” *New York Legal Ethics Reporter*, April 2017 ed.

January 2017: “Ball of Confusion: Practicing Law From Your Second Home in Another State,” *New York Legal Ethics Reporter*, January 2017 ed. (Revised and updated from version published in the ABA’s *Experience Magazine*, August/Sept. 2016 ed.

October 2016: “Why the *Stock* Decision is Wrong – and Why It Is Right,” *New York Legal Ethics Reporter*, October 2016 ed.

July 2016: “How to Lose Your Legal Fees (Part II): Legal Fee Forfeiture,” *New York Legal Ethics Reporter*, July 2016 ed.

July 2016: “New York Court of Appeals Narrowly Interprets Common Interest Exception,” *New York Legal Ethics Reporter*, July 2016 ed.

May 2016: “ABA Model Regulatory Objectives: Why They Matter to You,” *New York Legal Ethics Reporter*, May 2016 ed.

February 2016: “How to Lose Your Legal Fees (Part I): Excessive Fees,” *New York Legal Ethics Reporter*, Feb. 2016 ed.

January 2016: “Miracle on Eagle Street: New York’s Temporary Practice Rule,” *New York Legal Ethics Reporter*, Jan. 2016 ed.

January 2016: “Does N.Y. Judiciary Law Section 487 Apply to Arbitrations,” *New York Legal Ethics Reporter*, Jan. 2016 ed.

September 2015: “Access to Justice and a New Definition of Professionalism,” *New York Legal Ethics Reporter*, Sept. 2015 ed.

May/June 2015: (w/ Lindsay Harris and Andrew Jacobs): “Tinker, Tailor, Lawyer, P.I.”: How Attorneys Conducting Workplace Investigations Comply with New York’s Private Investigator Law and Rules of Professional Conduct,” paper presented at AWI Annual Workshop, Mystic, Conn., published in *New York Legal Ethics Reporter*, June 2015 ed.

February 2015: “The Law Firm In-House Privilege Revisited,” *New York Legal Ethics Reporter*, February 2015 ed.

May 2014: “The ‘Lo-Bono’ Conundrum,” paper presented at NYCLA Forum on Mandatory Pro-Bono Reporting and submitted to NYS Office of Court Administration.

December 2013: “Aging Lawyers,” New York County Lawyers Assoc. Newsletter

May 2013: “Life Overtakes Art: An Update on *Jewel v. Boxer*”—paper presented at Annual Conference of the ABA Center for Professional Responsibility, San Antonio, Texas, to be published in *Symposium Issue of Professional Lawyer*, Spring 2013.

March 2013: “Stolen Emails: The New York Experience” – paper presented for American Law Institute Program on Litigation Ethics (Updated 2014 for PLI).

December 2012: “A Special RICO Defense for Lawyers and Other Professionals (2012 Update),” PLI, “Staying Out of Trouble” (2012).

November 2012: “Alternative Litigation Funding: A Harder Look,” Bet the Company Litigation, 2012 (PLI).

May 2012: “Why *Jewell* Is Wrong” – paper presented at Annual Conference of the ABA Center for Professional Responsibility, Boston, Mass., Symposium Issue of the *Professional Lawyer*, Spring 2012 (with Caren Lerner).

April 2012: “Abandoning Clients: A Primer for Matrimonial and Other Lawyers,” paper presented at Annual Conference for Lawyers Professional Liability Section of the American Bar Association.

November 2011: “Alternative Litigation Funding: *Is it Champerty?*” “Bet the Company” Litigation, 2011 (PLI).

October 2011: “Returning the Client’s File: A Practical Guide,” New York Law Journal.

December 2010: (w/ D. Keyko), “A Debate on the New Screening Rule,” PLI Ethics Programs: Winter 2010-2011.

December 2010: “Rule 5.6: As Written or As Applied?” New York Professional Responsibility Report.

May 2010: “Putting the Genie Back in the Bottle: What to do When Your Client Has Stolen Documents,” MLRC Newsletter.

February 2010: “Ethics Rule Speaks to Departure Restrictions,” included in *Partnership: A Special Report*, New York Law Journal, February 1, 2010.

January 2009: “Outsourcing Legal Services,” New York Professional Responsibility Report.

June 2008: “Close Corporation Conflicts: *No Easy Answers*,” Media Law Resource Center Media Law Letter.

May 2008: “Who Is My Client? – Part II: *Vicarious or Accommodation Clients*,” New York Professional Responsibility Report.

February 2008: “Who is My Client? – Part I; *Intermittent Clients*,” New York Professional Responsibility Report.

December 2007: “Defending Legal Malpractice Actions Alleging Conflicts of Interest,” Staying Out of Trouble, Practising Law Institute (co-authored with Amelia Seewann).

October 2007: “The Ethics of Misrepresentation and Deceit in Trusts and Estates Practice,” Paper delivered at NYSBA Trusts and Estates Section Annual Meeting.

June 2007: “Compilation of Cases Involving Restrictive Covenants Among Law Partners,” Professional Lawyer (2007 Symposium Issue).

April 2007: “Poaching Lawyers: The Legal Risks,” Paper submitted in connection with ABA Annual Legal Malpractice Conference, Washington, D.C. (co-authored with Heather Kamins) (updated in 2009 for PLI, “Staying Out of Trouble,” December 2009 program).

February 2007: “Bona Fide Lawyer Ratings are Permitted – No Question,” New York Professional Responsibility Report (co-authored with Joshua Rosenkrantz).

December 2006: “A Leak in the Dike: *Expanding the Doctrine of Waiver of the Attorney-Client Privilege*,” Ethics in Context: Attorney-Client Privilege and Internal Investigations, (Practicing Law Institute) (Revised, 2002, 2004, 2005, 2006 and 2007).

December 2006: “A Primer on N.Y. Jud. Law § 487,” Staying Out of Trouble (Practicing Law Institute).

December 2006: “A Special RICO Defense for Lawyers and Other Professionals,” Staying Out of Trouble (Practicing Law Institute).

January 2006: “Future Conflict Waivers: What They Mean to You,” Media Law Resource Center Media Law Letter (January 2006).

December 2005: “A Primer on the Collectability Issue in New York State Malpractice Cases,” Staying Out of Trouble (Practicing Law Institute) (co-authored with Pavani Thagarisa).

November 2005: “Extending the Government’s Attorney-Client Privilege,” New York Professional Responsibility Report, November 2005.

March 2004: “The Uncertain Legacy of *Weider v. Skala*,” New York Professional Responsibility Report, March 2004.

March 2004: “Taming the Champerty Beast: A Proposal for Funding Class Action Plaintiffs,” Professional Lawyer.

July 2003: “Ethics Issues for Government Litigators,” Third Annual Municipal Law Institute (PLI), July 2003.

March 2003: “What Do You Mean, I Don’t Get Paid? Fee Forfeiture in New York,” New York Professional Responsibility Report, March 2003.

January 2003: “Evaluating the ABA Settlement Guidelines,” New York Professional Responsibility Report, January 2003.

August 2002: “A Peek Beneath the Curtain: *Ethical Restrictions on Interviewing Government Employees In Connection With On-Going Litigation*,” Second Annual Municipal Law Institute (PLI), August 2002; revised in 2004 and 2005.

March 2002: “A New Perspective: Revisiting *Cohen v. Lord Day & Lord*,” New York Professional Responsibility Report, March 2002.

October 2001: “Ethical Considerations for Attorneys Involved in Venture Capital Transactions,” Venture Capital: Getting Financing in a Changing Environment (Practicing Law Institute).

Spring 2000: “One License for Life: A Paradigm of Multijurisdictional Practice,” 11 The Professional Lawyer 1 (Spring 2000).

June 2000: “China in Transition: A Report on an Ethics Symposium in Shanghai,” New York Law Journal, June 28, 2000

April 2000: “Do You UPL? Unauthorized Practice and In-house Attorneys,” In-house Practice and Management (an Altman Weil Publication).

July 1999: “Conflicts of Interest in Adoption Proceedings,” The New York Professional Responsibility Report, July 1999.

March 1999: “Rewarding the Turncoat Lawyer: *Jamaica Public Service Co. v. AIU Insurance Co.*,” The New York Professional Responsibility Report, March 1999.

October 1998: co-author (with Hal Lieberman), “The Proposed Federal Rules of Attorney Conduct,” New York Law Journal, October 14, 1998.

November 1995: “*Leon v. Martinez*: Attorney’s Ethical Obligations to Their Clients’ Creditors,” 67 N.Y.S.B.A. Journal 40 (November 1995).

March 1993: co-author (with J. Michael Winger), “Developments in the Battle Against Rule 11,” New York Law Journal.

November 1990: “When to Pipe Up, When to Pipe Down,” ABA Banking Journal, November 1990.

October 1990: “Reevaluating Rule 11,” New York Law Journal, October 23, 1990, p. 1, col. 1.

May 1990: “The Fiduciary Exception to the Attorney-Client Privilege,” New York Law Journal, May 1, 1990, p. 1, col. 1.

Lectures Presented (Partial List):

June 2017: “If It’s Tuesday, This Must be Omaha: Navigating New Developments in MJP and UPL,” ABA Center for Professional Responsibility National Ethics Conference, St. Louis, Mo.

June 2017: “Ethics for In-House Counsel,” New York City Bar Association.

May 2017: “Ethics of Cloud Computing,” PLI, New York, N.Y.

April 2017: “Law Firm Management Basics,” National Business Institute, Altoona, WI.

March 2017: “Sorting through the Hype: A Practical Look at the Impact of Artificial Intelligence on the Legal Profession,” Hinshaw Legal Malpractice and Risk Management Conference, Chicago, Ill.

February 2017: “Ethical Issues For Supervisors,” Clear Law, national Webinar.

December 2016: “Developments in the In-House Counsel Privilege,” *Staying Out of Trouble*, PLI, New York, N.Y.

November 2016: “Current Issues in Ethics and Grievance,” Westchester Bar Association, Yonkers, N.Y.

October 2016: “The Interplay Between Legal Ethics and Legal Malpractice,” American Conference Institute, New York, N.Y.

September 2016: “Should On-Line Providers of Legal Forms Be Regulated,” NYCLA Forum, New York, N.Y.

April 2016: “Transnational Attorney-Client Privilege Issues,” APRL International Program, Paris, France.

December 2015: “Anatomy of a Legal Malpractice Case,” *Staying Out of Trouble*, PLI, New York, N.Y.

November 2015: “Ethics for Art Appraisers and Advisors,” Art Law Day, American Appraisers Association, New York, N.Y.

October 2015: “When Lawyers Leave Law Firms: Ethics and Best Practices,” ABA Center for Professional Responsibility Webinar.

September 2015: “Attorneys Fees and Ethics,” National Association of Legal Fees Appraisers Webinar.

June 2015: “Linked In: Best Practices & Attorney Advertising Ethics,” New York City Bar Association.

June 2015: “Ethics for In-House Counsel,” New York City Bar Association.

May 2015: “Attorneys, Agents and Managers in the Entertainment Industry: Roles and Relationships,” New York City Bar Association.

May 2015: “Ethical Issues When Lawyers Serve as Private Investigators,” Association of Work Place Investigators, Mystic, Conn.

April 2015: “Ethical Issues In Supervising Others,” specially-designed program for New York State Attorney General’s Office, Albany, N.Y.

April 2015: Commentator, “Lawyers as Targets: Suing, Prosecuting and Defending Lawyers,” Maurice A. Deane School of Law, Hofstra University, Hempstead, N.Y.

December 2014: “ESI: Your Client’s Social Media, Recorded Calls and Photographs of Confidential Documents,” NELA, New York City Chapter.

December 2014: “Things Fall Apart: Succession Planning for Law Firms”, PLI, New York, N.Y.

August 2014: “Heroes and Thieves: What to do When Your Client or Investigator Steals the Other Side’s Privileged or Proprietary Information,” Association of Professional Responsibility Lawyers, Boston, Mass.

June 2014: “Ethical Issues in Supervising Others: Can Their Misconduct Become Yours?,” American Law Institute (repeated for BNA-Bloomberg, September 2015).

May 2013: “Ethical Issues for Litigators,” American Law Institute.

May 2013: “Mandatory Pro-Bono Reporting,” New York County Lawyers’ Association.

February 2014: Moderator and presenter, “Whistleblower Lawsuits,” New York County Lawyers Association.

January 2014: “Transactional Conflicts,” Business Law Section, New York State Bar Association Annual Meeting

December 2013: “Disciplinary Proceedings,” *Staying Out of Trouble*, PLI, New York, New York.

May 2013: “Shutting Down a Law Firm,” ABA Center for Professional Responsibility Annual Conference, San Antonio, Texas.

May 2013: “Ethics for In-House Counsel: Internal Investigations and Other Issues,” New York City Bar Association.

April 2013: “Litigation Ethics,” ALI-ABA Webinar (streamed nationally)

April 2013: “Ethics for Trusts & Estates Lawyers,” Museum of Natural History, New York, N.Y.

January 2013: “Lawyers in Transition,” ALI-ABA Webinar (streamed nationally)

October 2012: “Ethics on the Borderline,” CMJ Music Marathon, New York, N.Y.

September 2012: “Alternative Litigation Funding,” “Bet the Company” Litigation, PLI, New York, N.Y.

May 2012: “Lawyers in the Night – Conflicts, Stealing Clients and Accessing Files,” ABA Center for Professional Responsibility Annual Conference, Boston, Mass.

May 2012: “Attorney-Client Privilege in the U.S., EU and Turkey,” APRL International Conference, Istanbul, Turkey.

April 2012: “Matrimonial Malpractice.” ABA Lawyers Professional Liability Section Conference, New York, New York.

April 2012: “Unraveled,” commenting on film about Mark Dreier. New York County Lawyers Assoc., New York, New York.

February 2012: “Making Threats to Gain Advantage in Litigation,” APRL Mid-Year Meeting, New Orleans, La.

December 2011: “Staying Out of Trouble,” Litigating a Legal Malpractice/Attorneys’ Fee Dispute, PLI, New York, New York.

October 2011: “The Perilous Process of Partner De-equitizations, Expulsions and Negotiated Departures,” AON General Counsel Program, Chicago, Illinois

October 2011: “”Mediation Illustrated: Diversion or Resolution,” AON General Counsel Program, Chicago, Illinois (mock mediation of legal malpractice claim)

September 2011: “Alternative Litigation Funding: A New Way to Help Pay for Lawsuits and Stay Out of Trouble While Doing It,” New York County Lawyers Assoc., New York, New York.

June 2011: “Ethics for Business and Transactional Lawyers: Managing Conflicts of Interest Effectively,” New York State Bar Association, New York, N.Y. and Uniondale, N.Y.

May 2011: “Ethics for In-House Counsel: Internal Investigations,” Program Co-Chair, New York City Bar Association, New York, N.Y.

May 2011: “Professionalism for Criminal Attorneys: When to Cooperate in Conducting Discovery and When Not To,” New York County Lawyers Association, Program Co-Chair, New York, N.Y.

May 2011: “Ethics in Anonymity: The Ethical Traps of Anonymizing Technologies,” University of Kansas Media and the Law Seminar, Kansas City, Mo.

March 2011: “Blogging, Friending and Tweeting: What Attorneys Should and Should Not Do,” New York City Bar Association, New York, N.Y.

December 2010: “Client Intake – Assessing the Risks,” and “Ethical Screening – Does it Work?”, *Staying Out of Trouble: What Every Lawyer Must Know About Ethics*, PLI, New York, New York.

November 2010: “Alternative Litigation Funding “*Bet the Company*” *Litigation 2010*, PLI, New York, New York (repeated in November 2011).

December 2009: “Websites and Blogs: The Risks for Lawyers,” *Staying Out of Trouble: What Every Lawyer Must Know About Ethics*, PLI, New York, New York (Program Chair).

November 2009: “Current Ethical Issues in Complex Litigation,” “*Bet the Company*” *Litigation 2009*, PLI, New York, New York.

October 2009: “Social Networking for Lawyers,” New York Law School, New York, N.Y.

October 2009: “Bridge the Gap: Transactional Conflicts of Interest,” New York City Bar Association, New York, N.Y.

August 2009: “Between Scylla and Charybdis: Navigating the Waters Between Confidentiality,” Association of Professional Responsibility Lawyers, Annual Meeting, Chicago, Ill.

June 2009: “Ethical Issues Associated With Attorney Departures,” *Employment Discrimination Claims 2009*, PLI, New York, New York.

May 2009: “Teaching Candor to Practicing Lawyers,” ABA Center for Professional Responsibility Conference, Chicago, Illinois.

March 2009: “Ethics for Elder Lawyers,” *21st Elder Law Institute*, PLI, New York, New York.

March 2009: “Lawyer Transitions: Moving from Firm to Firm,” *Legal Malpractice Risk Management Program*, Chicago, Illinois (repeated in New York in October and December 2009) (Panel Chair).

January 2009: “Legal Outsourcing,” New York State Bar Assoc. Convention, New York, New York.

December 2008: “Conflicts Checks and Conflict Waivers,” *Staying Out of Trouble: What Every Attorney Must Know About Ethics*, PLI, New York, New York (Program Chair).

November 2008: “Ethical Issues in Trusts and Estates Practice,” Program sponsored by State Bank of Long Island, Yale Club, New York, New York (Program Chair).

August 2008: “Comparing the Proposed New York Rules with the Model Rules -- a Business Lawyer’s Perspective,” Lecture on “No-Contact Rule,” ABA Business Law Section, ABA Convention, New York, New York.

July 2008: “Attorney-Client Privilege and Internal Investigations,” Practicing Law Institute, New York, New York

June 2008: “Establishing and Maintaining an Ethical Environment,” lecture on “climb-the-ladder” rule, Association of Corporate Counsel, Greater New York Chapter.

June 2008: “Ethical Issues in Trusts and Estates Practice,” Panel Chair, Association of the Bar of the City of New York (repeated in May 2009).

May 2008: “Understanding the Risks Associated with Advertisements and Solicitations Through Various Media: Newsletters, Blogs and Websites,” Law Firm General Counsel Summit, New York, New York.

February 2008: “Who’s Your Client? Issues in Client Identification.” Panel Chair, Association of Professional Responsibility Lawyers, Pasadena, Calif.

January 2008: “The Deadly Dozen: 12 of the Most Common Mistakes Lawyers Make When Dealing with Clients,” Bridge the Gap, Practicing Law Institute, Brooklyn, New York (repeated annually since then).

December 2007: “Staying Out of Trouble 2007: What Every Attorneys Must Know About Ethics,” Program Chair, Practicing Law Institute, New York, New York.

November 2007: “Ethics Issues for Class Action Lawyers,” Complex Litigation, Mass Torts and Class Actions CLE Summit, Birmingham, Ala.

October 2007: “Current Ethical Issues for In-House Counsel and Those Who Represent Them,” Panel Chair, Association of the Bar of the City of New York.

October 2007: “Hot Topics in Ethics,” NYSBA Trusts and Estates Section Annual Meeting, San Diego, California.

September 2007: “Restrictive Covenants,” Loriman Educational Services, New York, New York.

June 2007: “Ethical Issues Facing General Counsel in a Multi-Jurisdictional Environment,” Association of Corporate Counsel, New York, New York.

June 2007: “Re-evaluating Model Rule 5.6,” Panel Chair, Panel at ABA Center for Professional Responsibility Annual Meeting, Chicago, Illinois.

2007-2008: “Transactional Conflicts of Interest,” Lecture delivered to several New York law firms.

May 2007: “Lawyer Advertising,” University of Kansas Annual Media Law Conference, Kansas City, Mo.

April 2007: “Law Firm Management Liability,” ABA National Legal Malpractice Conference, Washington, D.C.

February 2007: “Law Firm Marketing and Other Risk Management Issues in Multijurisdictional Practice,” Legal Malpractice and Risk Management Conference, Chicago, Ill.

December 2006: “Third-Party Claims Against Lawyers,” Practicing Law Institute, New York, New York

December 2006: “Internal Investigations and the Attorney-Client Privilege,” Practicing Law Institute, New York, New York

October 2006: “Judicial Seminars and other Judicial Ethics Issues,” Federal Bar Association, Hauppauge, New York.

August 2006: “Hello, I Must Be Going: Recusal and Disqualification Issues,” Association of Professional Responsibility Lawyers, Santa Monica, California.

October 2006: “Catching Conflicts During Lateral Recruiting and Firm Mergers,” American Corporate Institute, New York, New York.

January 2006: “Internal Investigations and Attorney-Client Privilege,” New York State Bar Association Convention, New York, New York.

December 2005: “Legal Malpractice Issues: The Collectability Defense,” Practicing Law Institute, New York, New York.

May 2005: “Developments in Judicial Ethics,” Dallas Bar Association, Dallas, Texas.

February 2005: “Inadvertent Attorney Client Privilege Waiver,” 2005 Legal Malpractice and Risk Management Conference, Chicago, Illinois.

February 2005: Program Chair, “Update on ABA Commission on Model Code of Judicial Conduct,” Association of Professional Responsibility Lawyers Program at ABA Convention, Salt Lake City, Utah.

December 2004: “Staying Out of Trouble: What Every Lawyer Must Know,” Practicing Law Institute, program on ethical issues related to internal investigations.

October 2004: Program Chair, “Current Ethical Issues for In-house Counsel,” Association of the Bar of the City of New York.

August 2004: Program Chair, “Vicarious Disciplinary Liability and Civil Liability for Acts of Partners, Associates and Staff,” Association of Professional Responsibility Lawyers Program at ABA Convention, Atlanta, Georgia.

April 2004: “Hot Topics in Ethics,” New York County Lawyers Association, member of panel lecturing on client perjury, settlement ethics and the no-contact rule.

February 2004: “Getting Sued or Getting Even: The Ins and Outs of the Self-Defense Exception to the Attorney-Client Privilege,” Joint Program with National Organization of Bar Counsel, ABA Mid-year Convention, San Antonio, Texas.

February 2004: “Whistleblowing Attorneys,” Association of Professional Responsibility Lawyers Meeting at ABA Mid-year Convention in San Antonio, Texas.

December 2003: “Hot Topics in Ethics,” Practicing Law Institute, lecture on recent developments on attorney-client privilege waiver.

December 2003: “In-house Investigations,” Lecture as part of the Association of the Bar of the City of New York’s Program of In-house Attorneys.

November 2003: Program Co-Chair, “Ethics in Litigation 2003,” Securities and Exchange Commission, New York Regional Office.

November 2003: “Conflicts of Interest 2003,” Lecture taped for National Academy of CLE.

October 2003: Panel Member, “How to Avoid Potential Securities Violations: Ethical and Legal Obligations You Should Know When Advising Clients,” Association of the Bar of the City of New York, including discussion of attorney-client privilege, “reporting up” rules, and new Sarbanes-Oxley regulations.

August 2003: Panel Member, “Novel Issues on the No Contact Rule,” Association of Professional Responsibility Lawyers Meeting at ABA Convention, San Francisco, California.

July 2003: Lecture, “Ethics for the Government Litigator,” Third Annual Municipal Law Institute, sponsored by Practicing Law Institute, addressing client perjury and attorney-witness rule.

February 2003: Panel Member, “Fee Forfeiture,” Association of Professional Responsibility Lawyers Meeting at ABA Convention, Seattle, Washington.

December 2002: Panel Member, “Hot Topics in Ethics,” New York County Lawyers Association, lecturing on multijurisdictional practice rules, new ABA Ethics Guidelines and conflicts of interest.

October 2002: Program Chair, “Ethics after Enron,” Full-day Practicing Law Institute Program on Enron-related issues and law firm risk management broadcast via satellite to 96 locations throughout the United States.

October 2002: Moderator, “Ethics and Practice Dilemmas in Specific Countries,” a panel consisting of professional responsibility lawyers from Germany, Great Britain, United States and People’s Republic of China at International Practice of Law, Ethics and Risk Management, a forum presented by Oxford University and Association of Professional Responsibility Lawyers in Florence, Italy.

August 2002: Lecture, “The No-Contact Rule and DR 9-102,” Second Annual Municipal Law Institute, Practicing Law Institute.

June 2002: Panel Chair/Co-Coordinator: “Issues of Concern to In-house Ethics Counsel,” Association of the Bar of the City of New York.

February 2002: Panel Member, “Dialogue Regarding Department of Justice Monitoring of Attorney/Client Communications,” Joint Program of ABA Center of Professional Responsibility and Association of Professional Responsibility Lawyers at ABA Mid-year Convention, Philadelphia, Pa.

January 2002: Member of Delegation from Bar Association of City of New York meeting with lawyers and judges from Vietnam to discuss attorney discipline and regulation.

December 2001: Panel Member, “Restrictive Covenants,” lecturing on restrictive covenants in law firm partnership agreements, sponsored by Loriman Educational Services, New York, New York. (Repeated in December 2002 and December 2003).

October 2001: Panel Member, “Venture Capital,” lecturing on professional responsibility issues in venture capital deals, Practicing Law Institute, New York, New York.

August 2001: Panel Member, “Attorney Client Privilege Waivers,” ABA Torts and Insurance Practice Section, ABA Convention, Chicago, Illinois.

August 2001: Panel Member, “Hot Topics in Ethics,” lecturing on new New York multidisciplinary practice rules, Practicing Law Institute, New York, New York.

October 2000: Panel Member, “Ethical Issues in Intellectual Property,” part of “Get Wired 2000” program at Association of the Bar of the City of New York.

September 2000 and October 2001: Panel Chair of “Hot Topics in Legal Ethics: Frequently Asked Questions on the Ethics Hotline,” Association of the Bar of the City of New York,

May 2000: Lecturer at “Judicial and Legal Ethics Conference,” a U.S. State Department-sponsored symposium at Fudan University School of Law in Shanghai; lecture topic: “The Attorney-Client Privilege.”

March 2000: Participant in Symposium on Multijurisdictional Practice of Law, an invitation-only national conference sponsored by the ABA Center on Professional Responsibility, Fordham University School of Law.

February 2000: “Beyond Bill W. – Alcoholism, Substance Abuse and Mental Illness and Their Impact on the Obligation to Protect the Public” – Panel Member on Joint Program Sponsored by National Organization of Bar Counsel and Association of Professional Responsibility Lawyers, ABA Mid-year Convention, Dallas, Texas.

November 1999: “Ethics and Professionalism in the New Millenium,” The Corporate Bar Association of Westchester and Fairfield (ethics issues for in-house attorneys).

October 1999: “What Every New Attorney Must Know About Ethics: Dealing With the Problem Client,” Practicing Law Institute.

May 1999: “Bridging the Gap: Conflicts of Interest,” Practicing Law Institute.

March 1999: “Ethics Issues for Immigration Lawyers,” New York Association of Immigration Lawyers.

September 1998: Organized and chaired day-long program on New York’s attorney discipline system sponsored by Association of the Bar of the City of New York for visiting delegation of 35 attorneys from People’s Republic of China.

June 1998 -- “Representing Clients With Diminished Capacity,” Fordham University School of Law.

August 1997 – “Judicial Misconduct,” Association of Professional Responsibility Lawyers Annual Meeting, San Francisco.

Other:

Frequent Commentator, COURT TV (including Pamela Anderson Lee, Jenny Jones and George Shinn trials), 1997-2001.

EXHIBIT I

Lori Smith, CPA

USC Leventhal School of Accounting

Assistant Professor of Clinical Accounting
 Assistant Dean for Academic Administration
 Director, SEC and Financial Reporting Institute

University of Southern California
 Los Angeles, California
 lori.smith@marshall.usc.edu
 213.740.0572

Expert in financial accounting and reporting, internal control, and auditing with experience in both public accounting and as a company executive

Audit & Assurance Partner of Global Professional Services Firm

- Responsible for effective planning, execution and delivery of audit and consulting services to both publicly traded and privately held firms ranging in size from small, family-owned businesses to multi-national corporations
- Engagement leader for examinations of controls and Sarbanes-Oxley compliance
- Team leader for peer and practice reviews

Director of Accounting of Fortune 500 Public Company

- Responsible for accounting and reporting for nationwide pharmaceutical and medical supply distribution company
- Reengineer organizational structure and internal control policies for corporate, regional and divisional accounting and finance departments
- Direct consolidation and integration of acquired companies
- Design and implementation of financial planning and reporting systems

Experience

Leventhal School of Accounting, University of Southern California

Director, SEC and Financial Reporting Institute	2015-present
Assistant Dean for Academic Administration	2015-present
Assistant Professor of Clinical Accounting	2013-present
Adjunct Professor	2011-2013

Course Focus

Professional Responsibilities in Accounting; Ethics for Professional Accountants (co-developed);
 Intensive Accounting Principles and Practices-Advanced Accounting; Financial Statement Analysis

Forum for Corporate Directors

Executive Director	2012-present
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Lori Smith, Certified Public Accountant

Independent Consultant	2009-present
Project-based solutions for accounting, financial reporting and internal controls	

Continues

Lori Smith, CPA

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Experience (continued)

American Cancer Society

American Cancer Society California Division, Inc.	Board of Directors, 2004-2014
Leadership roles include Chair of the Board, Secretary/Treasurer, Audit Committee Chair, Stewardship Chair	
American Cancer Society, Inc.	Audit Committee Resource Member, 2012-2014

Deloitte & Touche LLP

Partner	2000-2009
Staff Accountant through Senior Manager	1986-1993, 1997-2000

Bergen Brunswig Corporation

Director of Accounting	1993-1997
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Education & Certification

Bachelor of Science, Accounting, University of Southern California
Certified Public Accountant, California

Professional Organizations

American Institute of Certified Public Accountants
California Society of Certified Public Accountants
American Accounting Association